

UNITEHERE!****
CONSTITUTION
2014

FOREWORD

Organizing workers and reorganizing unions to act powerfully and effectively in the struggle to improve society must be the central task of every progressive trade union.

For over a hundred years members of the unions that now comprise UNITE HERE have struggled against powerful forces and incredible odds to bring dignity and respect to the workplace. Whether our predecessors were cooks or tailors, seamstresses or room attendants, bartenders or mill hands, they had much in common. They often arrived in North America only a short time before they picked up their brooms or sat down at their sewing machines. Many of their forbearers came in the holds of slave ships. They often worked in family owned enterprises, bravely looking their employers directly in the eye as they asserted their rights and fought for their economic freedom. They labored long hours for low pay and made heroic sacrifices on the front lines of the labor movement of the twentieth century.

In the twenty-first century, workers from across the globe continue to come to North America to work in our industries. Together with workers whose families have been here for generations, they confront the challenges of working for, bargaining with, and organizing global corporations.

Workers today also confront a North American labor movement whose strength has been waning for decades. Our ability to achieve the gains we need--both on the job and in society more broadly--is in serious jeopardy. These realities are cause for grave concern not only for labor unions but also for all those who see unions, and the rights of workers, as an integral part of a democratic and equal society.

The challenges we face are great. But the opportunities before us are also vast.

We have the opportunity to build a new labor movement, to make unions mean something new, and to make unions relevant to many more people.

We have the opportunity to bring great numbers of workers into our union and our movement. Doing so will not only make our union and our movement larger and more powerful, but also more diverse, varied, and vibrant.

We have the opportunity to significantly advance the struggles for equality for women, immigrants and African Americans. Women, immigrants, and African Americans have built our union and our industries, but remain overrepresented among the unorganized. There can be no freedom for workers in general until those specific battles are won.

If we are successful in bringing the union to many more people, we have the opportunity to reshape the structure of power in North America away from corporations and the rich and toward ordinary working people.

We have the opportunity, through our movement, to provide ordinary people the chance to do extraordinary things: to win the power to make profound changes in our own lives and in the lives of working people in our two countries.

We will only begin to realize these opportunities if we are a democratic and worker-driven union and labor movement. The strength of our union and our movement, and the promise of the future, resides in us and in the affiliates to which we belong. We are the union, and only through our collective strength can we achieve the more just, equal society for which we fight.

Throughout North America and around the world, UNITE HERE will continue with renewed determination our historical mission: providing the power, dignity and independence that only democratic trade unionism can bring to the unorganized and the dispossessed.

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ARTICLE 1 CONSTITUTION, JURISDICTION, OBJECTIVES

Section 1 Name

The name of this union is UNITE HERE.

Section 2 Definitions

When used in this Constitution:

- (a) "GEB" means the General Executive Board of UNITE HERE;
- (b) "General Officers" means the President, Secretary-Treasurer, Recording Secretary, the General Vice President, and the General Vice President for Immigration, Diversity and Civil Rights;
- (c) "International Officers" means the General Officers, Executive Vice Presidents, International Vice Presidents (fourteen (14) of whom are elected at-large and the remainder of whom are elected by Representational Councils), and the Canadian Director;
- (d) "local" means a local union of UNITE HERE;
- (e) "affiliate" means a local union, joint board, joint council (in Canada), or any other subordinate body affiliated with UNITE HERE; and
- (f) "industry" means an industry under the jurisdiction of UNITE HERE.

Section 3 Official Constitution; Constitution and By-laws of Affiliates

- (a) This document is the official Constitution of UNITE HERE. Affiliates may adopt constitutions and/or by-laws not inconsistent with this Constitution. Constitutions or by-laws of local unions may not be inconsistent with the provisions of the constitution or by-laws of a joint board with which they are affiliated. In any conflict between the provisions of the governing documents of a superior body and those of a subordinate body, the governing documents of the superior body shall prevail.
- (b) Any affiliate, which has not adopted its own constitution or by-laws shall observe and be governed by the terms of the model by-laws appended as Appendix A to this Constitution.

Section 4 Jurisdiction

The jurisdiction of UNITE HERE includes all workers who are engaged in the preparation, handling or serving of food and beverages; engaged in the performance of public housekeeping services, including all persons in related employment within the hotel, food and beverage service industries, airports, in-flight catering, railroads, convention centers, sports facilities, the racing, casino, gaming industries, and theme parks; workers employed by colleges and universities; employed by firms engaged in the production and distribution of textiles, clothing, apparel and related products; employed by commercial laundries, dry cleaners, distribution centers, retail stores and auto parts and other industrial manufacturers; workers engaged in the provision of services to the developmentally disabled; and shall include other persons when the security of the bargaining position requires the organization of such persons; and shall include all other persons employed in any other industries or establishments where, as decided by vote of the Executive Committee, the organization of such persons would be beneficial to and in the best interests of UNITE HERE.

Section 5 Objectives

The objectives of UNITE HERE shall be to unite all workers within its jurisdiction, regardless of race, religion or creed, color, national origin, sex, age, disability, marital status, sexual preference or orientation, gender identification or citizenship status, for the following purposes:

- (i) to organize unorganized workers;
- (ii) to improve the working conditions, terms of employment and welfare of such workers, increase their job security, and assure full employment;
- (iii) to establish and maintain collective bargaining throughout the trades and industries within its jurisdiction; and to present, adjust and settle bona fide grievances against employers, through all lawful means, including strike action;
- (iv) to advance the economic, social and political interests of UNITE HERE, its affiliates, their members and their dependents;
- (v) to facilitate the moral and social advancement of its members' condition and status in life;
- (vi) to seek the advancement of democracy and the improvement of general economic, social, political and educational conditions and standards of workers in

the countries of North America and of the Caribbean basin, and generally in other nations;

- (vii) to give assistance and encouragement to organizations in organizing workers and to engage in such other activities as may be necessary or proper to strengthen the labor movement and to extend the process of collective bargaining throughout all trades and industries;
- (viii) to promote efficient service to the public, and the best interests of the industries in which its members are engaged;
- (ix) to engage in charitable, cultural, social, legislative, educational, civic, welfare, community, political and other activities which directly or indirectly advance such objectives;
- (x) to disseminate information among its members regarding economic, social, political, and other matters affecting their lives and welfare;
- (xi) to ensure its members and affiliates a fair, equitable, and democratic international union, whose officers and staff are held to the highest standards of honesty, openness, and dedication to the membership; and
- (xii) to provide financial support and other lawful assistance to carry out the objectives of Article 1, Section 5.

Section 6 Indigenous Peoples

UNITE HERE represents workers from virtually every nation in the world, including many whose origins are from among indigenous peoples. Our guiding principle is to promote unity among workers of all nationalities by recognizing and defending the rights of all people to fair and equal treatment within the community, and by promoting mutual understanding and respect among people of all populations.

To this end, UNITE HERE understands and recognizes the right of indigenous people to defend and promote their lands, language, culture, laws and traditional livelihood, as well as the right of indigenous peoples to chart their own path for economic development. We recognize the right of indigenous peoples to govern themselves.

UNITE HERE specifically rejects the alienation of indigenous lands, the suppression of indigenous cultural practices, the institution of involuntary assimilation programs, and all other intentional or unintentional actions that have historically weakened and undermined indigenous peoples' right to determine their own destiny.

UNITE HERE asserts and upholds the universal right of workers to organize. We applaud those indigenous nations that have recognized this right. Indigenous nations that seek to build their internal indigenous economies have a right to require preference in employment for their own people in enterprises operating under their jurisdiction.

Section 7 Headquarters

The headquarters of UNITE HERE is currently located in New York City, and may be relocated to such other city as may be designated by the Convention or by the Executive Committee.

Section 8 Dissolution

This International Union may not be dissolved as long as three (3) Local Unions or more oppose such dissolution.

ARTICLE 2 CONVENTIONS

Section 1 Authority

The supreme governing body of UNITE HERE shall be its Convention whose decision shall be final. It shall have full power to make all decisions affecting UNITE HERE, its members and its affiliates.

Section 2 Five-Year Convention

UNITE HERE shall meet in general convention in 2009 and in every fifth (5th) year thereafter at such time and place as the Executive Committee may determine.

Section 3 Composition of Convention

The Convention shall consist of delegates elected in accordance with this Constitution, except that the International Officers shall be entitled to attend Conventions and exercise all rights of delegates by virtue of their offices.

Section 4 Eligibility of Local

A local is entitled to send delegates to the Convention if it has been chartered by UNITE HERE for at least three (3) months before the Convention opens.

Section 5 Number of Local Delegates

- (a) Each local union shall be entitled to be represented at the Convention by up to one (1) delegate for each three hundred (300) members (as calculated in

accordance with of Article 2, Section 5(b)), provided, however, that each local union shall be entitled to be represented by at least one (1) delegate. Regardless of the number of delegates to which it is entitled, each local union may, in its discretion, elect fewer delegates to the Convention than the number to which it is entitled.

- (b) For the purpose of determining the representation of each local union at a Convention, the number of its members shall be deemed to be the average number on whom it paid per capita to UNITE HERE during the twelve (12) month period (or during the period since the local was chartered, whichever is shorter) ending six (6) months prior to the month of the commencement of the Convention. For local unions chartered less than six (6) months prior to the commencement of the Convention, the number of members shall be deemed to be the average number on which it paid per capita during the period beginning the month in which it was chartered and ending two (2) months prior to the month of the commencement of its convention.
- (c) No local shall be entitled to any delegates, if, by the thirtieth (30th) day before the Convention, the local has notice that, by the first (1st) day of the Convention it will no longer have any members employed by any employer.

Section 6 Voting

On a roll call vote at a Convention, each delegate present shall cast a single ballot equal in weight to the number of members represented by the local, determined in accordance with the provisions of Article 2, Section 5(b), divided by the number of delegates present and voting representing the same local. Roll call votes shall be conducted when requested upon motion, supported by delegates representing at least one quarter (1/4) of the total votes present, provided such delegates are from at least three (3) separate locals.

Section 7 Notice, Nomination, Election

- (a) At least one hundred and twenty (120) days before a Five-Year Convention opens, the Recording Secretary shall give written notice to each eligible local that it may elect its delegates to the Convention and of the location, date and time of the Convention. Such notice shall also list the number of Convention delegates to which each local union is entitled and the monthly membership figures on which said delegate counts were based. Furthermore, the Recording Secretary will also transmit a report every fiscal quarter to each local union listing the number of members on whom each local union paid per capita to UNITE HERE during each month of the previous fiscal quarter.

- (b) Delegates and alternate delegates to a Convention shall be elected in accordance with the by-laws of each local. The number of alternates shall not exceed the number of delegates to which the local is entitled. Delegates and alternates shall be elected by secret ballot upon prior written notice of no less than fifteen (15) days mailed to its members. The election must take place at least forty (40) days before the Convention. In the case of death, resignation, disqualification or inability to act of any delegate, such delegate's place shall be taken by the elected alternate who has received the highest number of votes in the local union's election, or, in the case of a tie or a "white ballot" in a manner determined by the affiliate. Where the local is entitled to only one (1) delegate, the alternate shall fill the vacancy.
- (c) Delegates and alternates shall serve until the election of delegates to the succeeding five-year Convention, and shall be delegates to any special Convention called during their term, unless the local, in its discretion, elects to hold new delegate elections in anticipation of such special Convention.

Section 8 Eligibility Requirements

- (a) To be eligible to run as a delegate to a Convention a candidate must be a member in good standing of the local he or she is to represent for at least one (1) year before delegates to the Convention are nominated in the local; or, in the case of locals organized or affiliated with UNITE HERE less than one (1) year prior to the date of the Convention, a member in good standing since the date of the issuance of its charter.
- (b) The following persons shall not be eligible to be a delegate:
 - (i) a member who has been found guilty of being a strikebreaker;
 - (ii) a member who at any time was expelled or suspended after hearing, unless his or her full membership rights have been restored;
 - (iii) a member who has been found guilty after hearing of violating Article 16, Section 1 of this Constitution, for such period of disqualification as may be imposed upon him or her for the offense;
 - (iv) a member who is barred by the Public Review Board; or,
 - (v) for such other reasons as this Constitution provides.
- (c) The duration of the disqualification under subdivision (iii) may be modified by the Executive Committee or the Convention, under standards uniformly applied.

Section 9 Recently Merged Locals

The provisions of Article 2, Section 8(a), above shall not apply to a member of a local which has been merged or consolidated with another local which he or she is to represent as a delegate, if he or she has been a member in good standing for a combined total of one (1) year in either or both locals before delegates to the Convention are nominated in the local.

Section 10 Officer and Business Agent

The provisions of Article 2, Section 8(a) above shall not apply to an officer or business agent of an affiliate who assumed his or her position at least three (3) months before the convention opens.

Section 11 Financial Status of Affiliates

To be entitled to send delegates to a Convention, an affiliate must have paid up in full all of its per capita taxes due and payable as of the first (1st) day of the month two (2) months prior to the month in which the Convention is held (e.g., April per capita must be paid if the Convention is held in July) and must not be in arrears on any other scheduled obligation unless such payment has been waived for good cause, uniformly applied, by the Executive Committee. The Executive Committee shall immediately notify every local in writing of any such waiver and the reasons therefore.

Section 12 Joint Board of Delegates

Each joint board is entitled to one delegate to the convention if it has been chartered by UNITE HERE for at least three months before the convention opens.

Section 13 Delegate-Credentials

- (a) Credentials of local union delegates shall be separately numbered and shall state the number of members represented by the local union pursuant to the provisions of Article 2Section 5.
- (b) Each delegate's credentials must be presented to the credentials committee signed by one of the following officers: the manager, chairperson, president, secretary or equivalent officer of the local by which the delegate is elected. A delegate shall not sign the delegate's own credential. Duplicate credentials shall be transmitted to the President at least fifteen (15) days before the date fixed for the Convention. When authenticated by the Credentials Committee the duplicate numbered credential of each local union delegate shall qualify each delegate to vote in the election to be conducted pursuant to the provisions of Article 9.

- (c) The Credentials Committee shall meet no later than two (2) weeks before the Five-Year Convention opens. It shall examine each delegate's credentials and membership standing. It shall inform each local in writing if any of its delegates are found not to be eligible to be seated, and the reasons therefore, at least one (1) week before the Convention opens. It shall report to the Convention its findings on the right of each delegate to be seated at the Convention under this Constitution.
- (d) In the event that any eligible delegate disputes the Credential Committee's determination of eligibility or ineligibility of another delegate, the Convention shall by a majority vote pass upon the right of the challenged delegate to be seated at the Convention.
- (e) Notwithstanding anything herein to the contrary, in the event that all the delegates from any local union are deemed ineligible, the local union shall be entitled to be represented by its current highest elected officer, subject to Article 8, Section 5.
- (f) No delegate shall be disqualified because of the failure of a union officer to perform his or her duties when such failure is beyond the delegate's control.
- (g) The Credentials Committee shall function until the next five-year Convention or until the appointment of a new credentials committee for the next five-year Convention.

Section 14 Convention-Committees

- (a) At least one (1) month prior to the opening of the Convention, all Convention Committees shall be appointed, including a Credentials Committee, Resolutions Committee, Constitution Committee, Reports Committee, Rules and Order of Business Committee, and a Tellers Committee and such other committees as may be necessary for the conduct of its affairs.
- (b) Purpose of Committees:
 - (i) The Constitution Committee shall be charged with the duty of considering and reporting to the Convention on all proposals to change this Constitution and to make recommendations regarding same.
 - (ii) The Credentials Committee shall be charged with the duty of examining the credentials and eligibility of delegates and reporting thereon to the Convention.

- (iii) The Tellers Committee shall be charged with the duty of creating nomination forms and ballots for UNITE HERE office, investigating the qualifications of nominees, and tallying ballots.
 - (iv) The Resolutions Committee shall be charged with the duty of giving consideration to the form of proposed resolutions submitted for action by the Convention and reporting and making recommendations thereon.
 - (v) The Reports Committee shall be charged with the duty of reviewing for accuracy and completeness the reports made to the Convention and data relied therein and make any corrections, additions or modifications to such reports.
 - (vi) The Committee on Rules and Order of Business shall report to the Convention its recommendations concerning rules of procedure for the Convention.
- (c) Each General Officer shall appoint one (1) member to each committee. The remaining members and chairperson shall be appointed by the Executive Committee. No two (2) members of a Committee may be members of the same local. All members of Committees shall be appointed from among the delegates. All Committees shall be subject to the approval of the Convention. Each Committee shall have at least nine (9) members. A majority of the members shall constitute a quorum.
- (d) The President shall promptly furnish any Committee member upon request, after his or her appointment, with any information available to UNITE HERE reasonably relevant to the work of the Committee.
- (e) Each Committee shall present any majority report(s) and/or dissenting report(s) in writing prior to the opening of business on the second (2nd) day of the Convention. No Committee member shall be permitted to endorse or submit more than one (1) dissenting report to be distributed to and voted on by the Convention. Every delegate shall receive a copy of each committee report. The Convention shall vote to accept or reject each report in its entirety, and without amendment, including any resolutions and/or constitutional amendments proposed therein. Reports may contain one (1) or more resolutions or constitutional amendments.

Section 15 Rules of Procedure

The proceedings of the Convention shall be governed by this Constitution and, to the extent not inconsistent with this Constitution or the rules adopted by the Convention, Roberts Rules of Order. The rules adopted at the preceding Convention shall be in force from the opening of a Convention until new rules are adopted by the Convention. Each Convention may adopt rules for the conduct of its business not in conflict with this Constitution.

Section 16 General Order of Business

The order of business at a Convention shall be determined by the Rules and Order of Business Committee and contain, at a minimum:

1. Call to Order;
2. Report on Credentials;
3. Reading of Convention Rules;
4. Reports of General Officers and Executive Committee;
5. Report of Committees;
6. Resolutions;
7. Nomination and Election of Officers;
8. Installation of Officers;
9. Adjournment.

Section 17 Quorum and Decisions

A quorum for the transaction of business at a Convention shall be accredited delegates representing one-half (1/2) of the Convention votes calculated pursuant to Article 2, Section 6. However, no action of a convention shall be held invalid for lack of a quorum unless the question of the absence of a quorum was raised before such action was taken. All decisions of a Convention shall be by a majority vote of the delegates present and voting unless otherwise specified in this Constitution.

Section 18 Resolutions

- (a) A resolution shall not be considered by the Convention unless it has been filed in advance with the Recording Secretary or Resolutions Committee at least seven (7) days before the opening of the Convention. However, resolutions submitted later may be considered with the consent of the Convention.
- (b) Nothing herein shall be construed so as to prevent the submission to the Convention of resolutions by the Executive Committee, GEB, General Officers, Executive Vice Presidents, or members of Convention Committees as provided in Article 2, Section 13, without regard to the time limits provided for in Article 2Section 18(a) for the submission of resolutions by locals.
- (c) The call by the Recording Secretary for the election of delegates shall specifically note the requirements of this provision.
- (d) A resolution may be filed only by the Executive Committee, the GEB, a General Officer, an Executive Vice President, Convention Committee member, or a local.

Section 19 Speakers

A person who is not a delegate may not address the Convention unless invited to speak by the Executive Committee or a General Officer. Each General Officer may invite only (1) person to address the Convention who is not a delegate. The Executive Committee may invite as many others as it deems appropriate. No other person who is not a delegate may address the Convention.

Section 20 Special Convention

- (a) A Special Convention of UNITE HERE may be called by a two-thirds (2/3) vote of the Executive Committee, two-thirds (2/3) vote of the GEB, or written application of more than three (3) local unions pursuant to decision by their executive boards, representing a combined membership of more than one-half (1/2) of the membership of UNITE HERE.
- (b) At least thirty (30) days before a Special Convention opens, the Executive Committee shall announce where and when it will meet.
- (c) Delegates to the Special Convention shall be those delegates elected to the most recent five-year Convention or, at the discretion of each affiliate, may be elected in the same manner as delegates to a regular Convention. Subject to legal requirements, the Executive Committee shall promulgate rules shortening the

time periods of Article 2, Section 7 (relating to the election of delegates) if circumstances warrant.

- (d) Special Conventions shall only address the issue(s) set forth in the call for the Special Convention provided for in Article 2, Section 20(a).
- (e) Persons not delegates to the Special Convention may not address the Special Convention.
- (f) Unless otherwise provided in this section, each of the provisions of this Constitution dealing with five-year Conventions shall apply to Special Conventions.

ARTICLE 3 INTERNATIONAL OFFICERS

Section 1 International Officers

The International Officers of UNITE HERE are the President, the Secretary-Treasurer, the Recording Secretary, the General Vice President, the General Vice President for Immigration, Civil Rights and Diversity, the Executive Vice-Presidents, the International Vice Presidents (both the fourteen (14) elected at large and those elected by Representational Councils), and the Canadian Director. The Canadian Director is to be elected by the Canadian Conference (see Article 27), and not by the Convention. The Executive Vice Presidents and all but the fourteen (14) at large International Vice Presidents are to be elected by Representational Councils (see Article 9, Section 6). The President, the Secretary-Treasurer, the Recording Secretary, the General Vice President, and the General Vice President for Immigration, Civil Rights and Diversity are the General Officers of UNITE HERE.

Section 2 Term of Office and Filling Vacancies

- (a) Subject to the special provisions for the initial election of Executive Vice Presidents and International Vice Presidents elected by Representational Councils following the 2009 Convention contained in Article 9, Section 6, The International Officers, with the exception of the Canadian Director (who shall be elected in conformance with Article 27 of this Constitution), shall be elected at each Convention of UNITE HERE and shall serve until the election of officers at the succeeding Convention. The terms of office of all the officers elected at the Convention shall begin upon their election.
 - (b) If an Executive Vice President or International Vice President serves as an officer of an affiliate at the time of election or re-election as an Executive Vice

President or International Vice President, and subsequently is defeated for election or re-election as an affiliate officer, or resigns, or otherwise ceases to be an affiliate officer, that Executive Vice President or International Vice President shall promptly tender to the President a resignation from the office of Executive Vice President. or International Vice President. This shall not apply if the Executive Vice President or International Vice President is suspended from Local Union office because the Local Union is put into trusteeship or if charges are filed against the Executive Vice President or International Vice President under Article 16 of this Constitution but have not yet been decided. The Executive Vice President's or International Vice President's resignation shall either be accepted or rejected by the Executive Committee.

- (c) If the office of any International Officer becomes vacant, it shall be filled by a majority vote of the GEB until the next Convention. If an Executive Vice President or an International Vice President elected by Representational Council position becomes vacant it shall be filled in accordance with Article 9, Section 6.

Section 3 Duties and Authority of President

- (a) The President shall function as the chief executive officer of the International Union and shall employ and direct all International Union staff except as otherwise provided in this Constitution. The President shall establish the salary, expenses, allowances, and/or other remuneration of such employees with the approval of the Executive Committee. The President shall have the duty and the authority to carry out the policies of UNITE HERE subject to the Constitution and the mandates of the Convention and the Executive Committee. The President shall appoint all committees, subject to the approval of the GEB and provided that all General Officers have the right to serve on any committee.
- (b) The President shall preside at all meetings of the International Union's Convention.
- (c) The President shall preside at all meetings of the Executive Committee.
- (d) The President shall preside at all meetings of the UNITE HERE GEB.
- (e) The President shall serve as Chairperson of any asset controlled by UNITE HERE and be an officer of any real estate holding company holding UNITE HERE real property. The President shall hold such positions only for so long as s/he holds the position of President and shall represent the interests of UNITE HERE and its membership in such capacities.

- (f) The President shall make a report to the Five-Year Convention on the administration and general standing of UNITE HERE.
- (g) The President shall mediate controversies arising among subordinate bodies of the International, or the members or delegates of such subordinate bodies. At the request of a majority of the executive board of an affiliate, the President shall resolve controversies concerning the interpretation of the affiliate's bylaws.
- (h) The President shall review any new or amended by-laws of Local Unions and other subordinate bodies, recommend to the Executive Committee whether or not to approve them, and propose any changes to the by-laws of a subordinate body which may be necessary to conform to Federal, state, or Provincial laws and this Constitution. By-laws shall be deemed approved if the Executive Committee makes no objection within thirty (30) days of receipt of same.
- (i) **Political Contributions**
The President shall have the authority to make expenditures from the special segregated fund established pursuant to Article 17, Section 5. The President shall have the authority to make expenditures from the General Fund for lobbying and other political purposes. Expenditures of less than \$35,000 may be made without the prior approval of the Executive Committee but shall be reported promptly to the Executive Committee. Expenditures of greater amounts require the prior approval of the Executive Committee.
- (j) **Routine Expenses**
The President may authorize payment of all normal routine or recurring expenses incurred in the operation of the International Union, including but not limited to, general office expenses, administrative and clerical salaries, salaries or compensation of other employees of the International Union, professional expenses, real and personal property taxes and other types of taxes, interest payments and all other similar expenses of the International Union. The President may authorize payment of all other expenditures except that no discretionary expenditure in excess of \$50,000 to any recipient or for any projects and no contract with a vendor or service provider that may require payments of over \$50,000 per year or which extends beyond the fiscal year may be entered into without approval of the Executive Committee.
- (k) Any duty or authority vested in the President by this Constitution may be delegated by the President to another General Officer whose actions shall have the same validity as the personal actions of the President. The President shall notify the Executive Committee and affiliates of any such delegation to another

General Office and of the withdrawal of said delegation within one (1) week of same.

- (l) The President shall have the authority to poll the members of the Executive Committee regarding any matter of urgency, and the affirmative opinion of a majority of the Executive Committee (unless a different proportion is required by this Constitution) shall have the force and effect of a decision reached in a meeting of the Executive Committee and the results of the poll shall be entered in the minutes of the next meeting of the Board.
- (m) The President shall designate Directors of Industry Divisions and/or Regional Industry Divisions (e.g., Hotel Division – East).
- (n) The President shall determine all questions involving the interpretation or construction of this Constitution and any question regarding parliamentary procedure or laws or rules of order but may be overruled by the GEB as provided in Article 3, Section 10(f).
- (o) The President shall hold no other office in UNITE HERE nor with an affiliate and shall not be engaged in any other employment.

Section 4 Duties and Authority of the Recording Secretary

- (a) The Recording Secretary shall attend all meetings of the Convention, Executive Committee and UNITE HERE GEB and shall cause a faithful record to be made of the proceedings, resolutions, votes, and reports, which shall be provided within thirty (30) days to each International Officer, and affiliate. The Recording Secretary shall assist the President in carrying out the policies of UNITE HERE subject to the Constitution and the mandates of the Convention and the Executive Committee.
- (b) The Recording Secretary shall serve as Director and Executive Board Member of any asset controlled by UNITE HERE and be an officer of any real estate holding company holding UNITE HERE real property. The Recording Secretary shall hold such positions only for so long as s/he holds the position of Recording Secretary and shall represent the interests of UNITE HERE and its membership in such capacities.
- (c) The Recording Secretary shall have the right to serve on any committee established by the Executive Committee, except Convention Committees and the Immigration, Civil Rights and Diversity Committee.

- (d) The Recording Secretary shall perform such other appropriate duties as directed by the President.

Section 5 Duties and Authority of the Secretary-Treasurer

- (a) The Secretary-Treasurer shall be UNITE HERE's chief financial officer. The Secretary-Treasurer shall assist the President in carrying out the policies of UNITE HERE subject to the Constitution and the mandates of the Convention and the Executive Committee.
- (b) The Secretary-Treasurer shall keep all contracts, books, records, monies, securities and all other property of UNITE HERE.
- (c) The Secretary-Treasurer shall receive all monies paid to UNITE HERE and deposit them in its name in such bank or banks or invest them in such securities as the Executive Committee may decide.
- (d) The Secretary-Treasurer shall be a co-signer with the President on all checks drawn upon UNITE HERE.
- (e) The Secretary-Treasurer shall keep true and accurate accounts of all the transactions of the office of Secretary-Treasurer and shall make quarterly reports thereon to the Executive Committee, and shall have such further powers as are usual to the office.
- (f) The Secretary-Treasurer shall keep a record of the names and addresses of all members of UNITE HERE.
- (g) The Secretary-Treasurer shall have charge of UNITE HERE's seal which shall be attached to all documents requiring authentication as the Executive Committee shall direct.
- (h) The Secretary-Treasurer shall serve as Director and Executive Board Member of any asset controlled by UNITE HERE and be an officer of any real estate holding company holding UNITE HERE real property. The Secretary-Treasurer shall hold such positions only for so long as s/he holds the position of Secretary-Treasurer and shall represent the interests of UNITE HERE and its membership in such capacities.
- (i) The Secretary-Treasurer will provide the Executive Committee with regular reports, in accordance with the requirements of the Executive Committee, regarding the finances of UNITE HERE, including a listing of the total assets, liabilities, receipts and disbursements of UNITE HERE.

- (j) The Secretary-Treasurer will cause UNITE HERE to be audited on an annual basis by an accredited and independent auditing firm and provide the results of such audits to each International Officer and affiliate.
- (k) The Secretary-Treasurer or his/her designee will vote stock, shares or securities owned by the Union as directed by the Executive Committee and in conformity with this Constitution and his or her heightened fiduciary duty to the membership, including, but not limited to, stock in any real estate holding company.
- (l) The Secretary-Treasurer shall attend all meetings of the Convention, UNITE HERE GEB, and Executive Committee.
- (m) The Secretary shall hold no other office in UNITE HERE nor with an affiliate and shall not be engaged in any other employment.
- (n) The Secretary-Treasurer shall perform such appropriate other duties as directed by the President.

Section 6 General Vice Presidents

The General Vice Presidents shall have such duties as the President assigns to them. The General Vice-President for Immigration, Civil Rights, and Diversity shall be responsible for overseeing the work of the International Union on equality and diversity both inside and outside of the Union. He or she will work with the President to develop programs and initiatives that work to address and overcome the inequality, division, and prejudice that harm some groups of workers in particular and that stand in the way of justice for all workers. He or she will advocate both inside and outside of the Union for policies, programs, and legislation that work to redress those wrongs and create greater opportunities and freedom for workers of all kinds. He or she will work with the Diversity Committee to advance those objectives within the Union and to ensure that the leadership of the Union is focused on creating a more equal and diverse leadership at all levels.

Section 7 Duties and Rights of Executive Vice-Presidents

The Executive Vice-Presidents shall be members of the Executive Committee and GEB and all their committees.

Section 8 Duties and Rights of International Vice Presidents

The fourteen (14) International Vice Presidents elected at large shall have such duties as the President assigns to them and shall be members of the GEB. The

International Vice Presidents elected by Representational Councils shall be members of the GEB.

Section 9 Duties and Powers of Executive Committee

- (a) The Executive Committee shall to be the highest governing body of UNITE HERE in between conventions.
- (b) The Executive Committee shall consist of the President, the Secretary-Treasurer, the Recording Secretary, the General Vice President, the General Vice President for Immigration, Civil Rights and Diversity, the Executive Vice Presidents, and the Canadian Director.
- (c) In votes of the Executive Committee, each Executive Vice President, each General Officer, and the Canadian Director shall be entitled to one vote unless any member of the Executive Committee requests a roll call vote, in which case the number of votes each Executive Vice President shall be entitled to cast shall be equal to the total membership of the constituent local unions in the Representational Council he or she represents. General Officers and the Canadian Director shall have no vote in a roll call vote. A number of Executive Committee members representing a majority of the per capita votes shall constitute a quorum.
- (d) Any business of the Executive Committee may be transacted at a regular or a special meeting. All decisions of the Executive Committee shall be by majority vote of the Executive Committee members present and voting, unless otherwise specified in this Constitution.
- (e) For the purpose of this Section, the membership of the constituent local unions shall be the average of the number of members on whom per capita dues was paid by said local unions to UNITE HERE during the last most recent test period ending at least sixty (60) days prior to the meeting of the Executive Committee. The two test periods shall be January through June and July through December.
- (f) Regular meetings of the Executive Committee shall be held at least four (4) times a year. Special meetings shall be called upon request of at least five (5) members of the Executive Committee, upon one (1) week written notice to each member of the Executive Committee. When necessary, members may be polled by telephone, facsimile or mail. The Executive Committee may adopt rules for the conduct of its business not inconsistent with this Constitution.

- (g) The Executive Committee shall have general supervisory powers over all the affairs of UNITE HERE and its officers and staff, including but not limited to the right to approve expenditures and budgets.
- (h) The Executive Committee shall have the authority to merge other unions into UNITE HERE, upon such terms as it sees fit, or merge UNITE HERE with other unions, subject to convention approval. In the event of a merger of another union into UNITE HERE, the Executive Committee shall have the authority to create, if necessary, additional General Vice President positions and to fill them with officers of the merging union until the following Convention. The Executive Committee shall have the authority to contribute to another union's organizing or strike activity.
- (i) The Executive Committee shall present a detailed report of its activities to each convention for approval.
- (j) Minutes, resolutions, and votes of the Executive Committee shall be recorded in writing and published by the Recording Secretary to each International Officer and affiliate within thirty (30) days. Such publication may be on a website accessible to International Officers and affiliates.

Section 10 UNITE HERE GEB

- (a) The UNITE HERE GEB shall be comprised of all of the International Officers.
- (b) The UNITE HERE GEB shall meet annually at a time and place determined by the Executive Committee. It may be called into session at other times by the President or the Executive Committee.
- (c) The President shall preside over meetings of the UNITE HERE GEB.
- (d) The Secretary-Treasurer shall provide each member of the UNITE HERE GEB, not less than one (1) week prior to the annual meeting, the following reports:
 - (i) Audited UNITE HERE financial report;
 - (ii) The most recent LM-2 report provided that if any member of the GEB requests more information regarding expenditures of income, it shall be provided to them upon request;
 - (iii) A report detailing all income by UNITE HERE, including an itemized list of per capita payments made by each affiliate and any delinquencies by any affiliate;

- (iv) The annual reports required by Article 23, Section 8(a);
 - (v) Copies of all UNITE HERE budgets from the previous year, as well as any additional funding requested or received by each Division or Department in the previous year;
 - (vi) Proposed budget for the upcoming year for UNITE HERE and each Division and Department submitted by the President and/or Secretary-Treasurer;
 - (vii) A report on all trusteeships, supervision, charges for violation of this Constitution, and findings of the PRB; and
 - (viii) A report on all relationships with federations and other labor organizations
- (e) Each Division or Department Director and Deputy Director, General Officer, and Canadian Director shall prepare, and be solely responsible for, an annual report to the UNITE HERE GEB accounting for his/her activities during the previous year, providing important information, and making recommendations. This report shall be submitted to the Recording Secretary for distribution, no less than one (1) week prior to the annual meeting, to each member of the UNITE HERE GEB. This report will be organized into the following sections:
- (i) **Projects and Assignments.** This section shall describe, in distinct subsections, each project or assignment (including organizing drives and political/lobbying efforts) for which the officer had any responsibility, containing the following information: general description, the union's goals, , an account of important developments, resources expended, current status, , a description of the report's author's role and activities, recommendations and any other relevant information or comments.
 - (ii) **Proposed Projects.**
 - (iii) **Requests for Resources.**
 - (iv) **Responses to Questions.** This section shall include a complete list of any questions submitted in advance and in writing for inclusion in this report by any member of the UNITE HERE GEB, the date the question was submitted, the name and title of the person who submitted it, and the report's author's answer, if any, to the question.
 - (v) **General Report.** This section shall include any other information the report's author considers important for the leadership of UNITE HERE to know.

- (vi) **General Recommendations.** This section shall include any recommendations by the report's author intended for the improvement of UNITE HERE or its operations.

- (f) **Powers.**
 - (i) Upon an exception taken by any member of the Executive Committee to an interpretation or construction of this Constitution by the President, the GEB may overrule the President. Prior to voting on such a question, the Executive Committee shall provide each member of the GEB with written notice of the precise issue to be determined, no less than two (2) weeks prior to the vote thereon. Any International Officer or affiliate may submit a position statement on the question to be determined, which will be considered by the GEB. All decisions of the GEB regarding the interpretation, application or construction of this Constitution must set forth the issue before it, the relevant facts, any precedents deemed relevant by the GEB, the resolution of the issue, and the rationale therefor and, as with all resolutions of the GEB, shall be in writing and provided to all International Officers and members of the GEB. The President's interpretation or construction shall be effective unless and until it is overruled pursuant to this procedure;
 - (ii) The GEB shall decide appeals from decisions of affiliates and committees in the manner provided by this Constitution; and
 - (iii) The GEB must approve all purchases, sales or long-term leases of real property, the acquisition or disposal of the controlling interest in any other organization, or capital expenditures of \$1 million or more by UNITE HERE.
 - (iv) This Constitution is a substantial revision of previous constitutions of UNITE HERE and its predecessors and has many new and innovative aspects. Therefore, the Executive Committee by a two-thirds (2/3) vote shall have the authority to make technical corrections to this Constitution. These corrections may not affect the offices in UNITE HERE or the duties and relations prescribed for them in the Constitution, or the financial obligations of affiliates to UNITE HERE. This authority shall expire on July 1, 2011.

- (g) **Voting.** Each member of the UNITE HERE GEB shall have one vote, unless members representing one quarter (1/4) of the per capita votes requests a roll call vote, in which case the number of votes each Executive Vice President and International Vice President shall be entitled to cast shall be equal to one-half

(1/2) the total membership of the constituent local unions in the Representational Council he or she represents. General Officers, the fourteen (14) International Vice Presidents elected at large, and the Canadian Director shall have no vote in a roll call vote. A number of GEB members representing a majority of the votes shall constitute a quorum. When necessary, members may be polled by telephone, facsimile or mail.

- (h) **Quorum.** Members representing the majority of the per capita vote of the UNITE HERE GEB shall constitute a quorum.
- (i) Minutes, resolutions, and votes of the UNITE HERE GEB shall be recorded in writing and published by the Recording Secretary to each International Officer and affiliate within thirty (30) days. Such publication may be on a website accessible to International Officers and affiliates.

Section 11 Compensation and Expenses of Officers

The compensation of all International Officers shall be fixed by the GEB. International Officers may be paid the reasonable, documented expenses they incur in the performance of their duties according to policies established by the Executive Committee.

Section 12 International Officers' Right to Information

In addition to any other information required to be provided by this Constitution, each International Officer has the right to be promptly provided with any information belonging to UNITE HERE which s/he deems necessary or useful in executing his/her duties. This right shall include, but shall not be limited to any information relating to: the use of the resources of UNITE HERE, contracts to which UNITE HERE is a party, the administration or management of UNITE HERE, negotiations by UNITE HERE, the political and lobbying activities of UNITE HERE, and the organizing activities of UNITE HERE. It shall be a violation of the Constitution for any officer or employee of UNITE HERE, or professional engaged by UNITE HERE, to fail to comply with this Section.

Section 13 Annual Budget

- (a) An annual budget shall be prepared and approved, prior to the beginning of the fiscal year, in accordance with this Article, which shall govern the allocation of the financial resources of UNITE HERE.

- (b) **Revenue Projection Report.** The Secretary-Treasurer shall prepare a draft report for consideration by the Executive Committee projecting expected revenue for the coming fiscal year, and explaining the bases for said projections.
- (c) **Draft Budget.** The Executive Committee shall prepare a draft budget which shall specify the annual and/or monthly allotment of funds for each department/division of UNITE HERE; the specific purposes for which the funds are to be authorized; and the specific officer, Director, or other official who shall be responsible for the management of each budgeted allotment of funds. The Executive Committee shall appoint an officer of a local union with fewer than 3000 members to participate in preparation of the draft budget in a non-voting capacity. Every International Officer and shall receive, within ten (10) days of its adoption, a copy of the Draft Budget.
- (d) **Emergency Budget Allotment.** The annual budget shall include an "Emergency Budget Allotment" which may be used at the discretion of the President, in accordance with guidelines enacted by the Executive Committee and consistent with this Constitution, in the event of emergencies not specifically anticipated in the annual budget.
- (e) **Final Budget.** The Executive Committee shall approve the Draft Budget no later than the last regular meeting of the Executive Committee prior to the fiscal year for which the Draft Budget was prepared. The Executive Committee shall examine the Draft Budget and any other relevant data and shall vote to either approve the Draft Budget or to amend it, and thereby to adopt the Final Budget. The Final Budget shall specify the annual and/or monthly allotment of funds for each department/division of UNITE HERE; the specific purposes for which the funds are to be authorized; and the specific officer, Director, or other official who shall be responsible for the management of each budgeted allotment of funds. Every International Officer the members of the GEB shall receive, within ten (10) days of its adoption, a copy of the Final Budget.
- (f) **Amended Budgets.** The Executive Committee shall have the authority to enact Amended Budgets during the fiscal year. Every International Officer and the members of the GEB of UNITE HERE shall receive, within ten (10) days of its adoption, a copy of the Amended Budget, and an explanation of the reasons for the adoption of the Amended Budget.
- (g) **Interim Budget.** In the event that the Executive Committee is unable to agree upon a Final Budget prior to the beginning of the fiscal year, the President shall have the authority to adopt an Interim Budget which shall be valid until and

unless the Executive Committee adopts a Final or Amended Budget. In the event the Executive Committee has not agreed upon a final budget by the first day of the fiscal year, it shall meet on consecutive days until a budget is agreed upon.

- (h) The Executive Committee has the authority to include in a budget any limitation or conditions on the use of funds it deems appropriate, consistent with this Constitution;
- (i) No expenditures shall be made that are not in accordance with a valid budget adopted in accordance with this Article and this Constitution.
- (j) The final and amended budgets may be provided to International Officers and the members of the GEB via a website accessible to them.

Section 14 Appointment of AFL-CIO or Change to Win Delegates

The Executive Committee, upon recommendation of the President (who shall be a delegate by virtue of his or her office), shall select the delegates to the convention of the American Federation of Labor and Congress of Industrial Organizations or Change to Win.

ARTICLE 4 TRUSTEESHIP

Section 1 Purpose of Trusteeship

Trusteeships may be imposed and the democratically elected affiliate officers removed only as a last resort. Misconduct by one (1) or more individual officers that may be addressed through the procedures of Article 16 shall not warrant the imposition of a trusteeship, provided the affiliate by-laws provide for a method of replacement of the offices vacated by the removal of such officer(s). Trusteeships may only be imposed when an affiliate systemically conducts its affairs in a grossly incompetent manner that poses a direct and immediate threat to the viability of the affiliate or a trusteeship is necessary to correct ongoing corruption or restore democratic procedures. Trusteeships may be imposed only after the affiliate is provided written notice of the misconduct otherwise warranting imposition of a trusteeship and at least a sixty (60) day opportunity to cure same.

Section 2 Authority of the Executive Committee

- (a) Whenever, in the opinion of three-quarters (3/4) of the Executive Committee an affiliate is subject to trusteeship in accordance with Article 4, Section 1, the Executive Committee may order a Trustee who is a member in good standing of

UNITE HERE to take charge and control of the affairs and property of such affiliate after a hearing.

- (b) The Recording Secretary shall prepare a notice of charges setting forth the reasons for the trusteeship, which notice of charges shall be served upon the affiliate, through any of its officers, and the affiliate membership, prior to the establishment of the trusteeship. Such notice shall advise the affiliate of its right to elect the initial hearing body pursuant to Article 16, Section 7.

Section 3 Appointment of Trustee Before Hearing

When, in the opinion of three-quarters (3/4) of the Executive Committee, excluding the Executive Vice President in whose representational council the affiliate subject to trusteeship belongs, any delay would pose a clear and immediate threat to the affiliate, or where the executive board of the affiliate requests the imposition of a trusteeship, a Trustee who is a member in good standing of UNITE HERE may temporarily take charge and control of the affairs and property of such affiliate, with all the powers set forth in Article 4, Section 5, prior to a hearing (which shall be scheduled promptly and may not be delayed by UNITE HERE) but after service of such notice of charges.

Section 4 Hearing on Trusteeship

The Executive Committee shall order a hearing prior to the institution of any trusteeship. Such hearing shall be held in accordance with Article 16, Sections 7(b), 8, 9, 10, 11, and 12. An affiliate may appeal an adverse ruling in accordance with Article 16, Sections 14, 15, 17, 18, 19, and 20. Except in cases of corruption, upon a finding of misconduct warranting trusteeship under Article 4, Section 1, the Hearing Body or Arbitrator shall order the affiliate to cure within sixty (60) days, after which time, failing remediation, the trusteeship may be imposed.

Section 5 Powers of Trustee

The Trustee shall be appointed by the Executive Committee. The Trustee's letters of appointment shall be honored and complied with by all affected officers and members. The Trustee shall have full authority to conduct all the affairs of the affiliate, to appoint temporary officers and employees, to suspend all officers, and conduct all financial matters of the affiliate. The Trustee may convene meetings and may enter into agreements in the affiliate's name provided that the Trustee shall not enter into any collective bargaining agreement without such agreement being ratified after notice by a majority of members in good standing covered by such agreement voting. All books, records, monies, property, and premises belonging to or controlled by the affiliate shall

be turned over to the Trustee upon demand and the Trustee shall issue a receipt for the same. The Trustee shall be bonded for faithful performance in an amount determined by the Secretary-Treasurer. The Trustee is subject to and bound by all fiduciary obligations applicable to officers. The Trustee shall make monthly reports to the Executive Committee, including statements of receipts and expenditures and detailing the action taken as Trustee.

Section 6 Duration of Trusteeship and Procedure Upon Termination of Trusteeship

- (a) A trusteeship shall not extend beyond twelve (12) months unless the Executive Committee, by three-quarters (3/4) vote, approves the extension. The Executive Committee shall terminate all trusteeships as soon as, in its opinion, the local conditions warrant such termination.
- (b) When a trusteeship is to be terminated, the Executive Committee shall instruct the Trustee to call a meeting or meetings for the purpose of receiving nominations and conducting elections in accordance with the affiliate by-laws. The Trustee and anyone that served as the Trustee during the trusteeship shall not be eligible to run for office. Candidate eligibility rules shall be the same as those provided in the affiliate's by-laws when the trusteeship was first imposed. The elected officers shall be installed on the date the trusteeship is to be terminated. All properties under the trusteeship shall be turned over to the proper local officers, who shall receipt for the same. A final audit of the trusteeship shall be made and approved by the Executive Committee.

Section 7 Supervision

If in the opinion of the Executive Committee, an affiliate is at risk for government intervention, possible trusteeship, loss of financial viability, loss of jurisdiction, inability to enforce collective bargaining agreements or inability to organize due to organizational or financial inexperience, inattention or incompetence, the Executive Committee may impose supervision of the affiliate, upon written notice to the affiliate detailing the reason(s) therefore. It may in these circumstances appoint a Supervisor for a period of up to twelve (12) months, unless extended by a three-quarters (3/4) vote of the Executive Committee, who shall be a member in good standing of UNITE HERE. The by-laws of the affiliate shall not be suspended and its officers shall remain in office, but the Supervisor shall be given access to all books, records and meetings of the affiliate, including its dealings with employers and trust funds, to the extent relevant to the scope of his or her mandate. The Supervisor shall report to the Executive Committee, as well as the affiliate, on the financial and organizational condition and prospects for the

affiliate and give recommendations for improvement, including recommending the commencement of trusteeship proceedings in accordance with this Article.

ARTICLE 5

LOCAL UNIONS

Section 1 By-Laws

Local Unions shall be governed by the model by-laws attached as Appendix A to this Constitution unless they have adopted or adopt their own by-laws. By-laws adopted by a local union may not conflict with this Constitution, or with federal, state or provincial laws, and must be reviewed by the President for that purpose. Each local union shall keep the current version of its bylaws on file with the Secretary-Treasurer at all times.

Section 2 Application

An application for a charter as a local union shall be made to the Secretary-Treasurer on forms prescribed by the Secretary-Treasurer. If the Executive Committee finds it desirable to grant the application, a properly signed charter containing such provisions as may be prescribed by this Constitution shall be delivered to the applicants together with a seal.

Section 3 Rights and Duties

- (a) A local shall carry out the legitimate and lawful objectives, policies and decisions of UNITE HERE, subject to Article 23 and other applicable provisions of this Constitution. A local shall organize workers, negotiate and enter into collective bargaining agreements with employers in its jurisdiction, enforce such agreements and represent workers in the adjustment and settlement of justified grievances against employers except to the extent that a superior body, with the consent of the local, is charged with any of such responsibilities, and except for national agreements in effect on July 1, 2009.
- (b) All collective bargaining agreements shall be subject to ratification by the members in good standing covered by same.
- (c) Except to the extent that a superior body of which the local is a part is charged with such responsibilities with the consent of the local, a local shall have the right to engage, assign and direct any business agent, organizer, staff member or other employee in its direct employ and discipline, suspend with or without pay or discharge any such person.

Section 4 Executive Board and Local Officers

Except as may be provided otherwise in a Local Union's by-laws:

- (a) Each local shall have an executive board composed of its members.
- (b) The officers of a local may include a manager, president, vice-president, financial secretary and recording secretary.
- (c) Regular full time paid officers, business agents, and staff members of a local may serve on its executive board if authorized by existing custom and practice and/or the by-laws of the local union. Unpaid officers of a local may serve as executive board members if authorized by existing custom and practice of and/or the by-laws of the local union.

Section 5 Vacancies

Except as may be provided otherwise in a Local Union's by-laws, a vacancy on the executive board or in a local office or position not paid on a full time basis that arises between elections shall be filled by a majority vote of the executive board, subject to ratification at meetings of members. However, a local's constitution, by-laws or a resolution or decision of the local may provide a different procedure for filling such vacancies.

Section 6 Dissolution, Withdrawal or Merger

A local may not withdraw from UNITE HERE, go out of existence, dissolve, or join or amalgamate with a non-UNITE HERE union without the prior consent of the Executive Committee.

Section 7 Requirement to Hold Meetings

Locals shall hold meetings required by the Local Union's by-laws.

Section 8 Change of Address

Local Unions shall notify the Joint Board with which they are affiliated, or if none, UNITE HERE, one (1) week in advance of any change of address.

Section 9 Records of Membership

Each Local shall forward to the President and Secretary-Treasurer the names and addresses of all members at the intervals required by the international union, and shall notify the President and Secretary-Treasurer on the first of each month, of the names

and addresses of all new members, members withdrawn, transferred, suspended, expelled, dead, reinstated, etc., so that a complete record of the membership may be available to the International Union. Local Unions shall use the computer programs designated by the International Union to process dues and other membership information unless other programs have are approved by the President or Secretary-Treasurer. UNITE HERE shall not use or disclose the name or address of any member of an affiliate without the written consent of the affiliate, except as required by law (e.g., for providing members *Beck* notices).

Section 10 Local Finances, Loans and Salaries

- (a) All funds of a Local Union shall be held by such Local Union for the sole benefit of its membership. No Local Union may make any expenditure other than for the best interests of the Local Union.
- (b) All wages, salaries and expense allowances paid to Local officers, employees, delegates and committees must be determined according to the Local Union's by-laws, provided that the by-laws comply with applicable law.

Section 11 Insurance Funds

Trust Agreements covering insurance funds, pensions, or other welfare funds of a Local Union, or its members as such, should provide for an audit at least once each year by a Certified Public Accountant. Upon request, a copy of each audit made of such funds shall be sent to the Secretary-Treasurer. Where such funds are not held pursuant to a Trust Agreement, the Secretary-Treasurer shall provide for the regular audit of such funds in the same manner as all other funds of the Local Union are audited.

Section 12 Pension or Retirement Plans for Local Officers

All retirement plans, pension plans, severance pay or other rewards for past service or extraordinary remuneration for current service, over and above stipulated salaries, for officers or employees of Local Unions, shall require a specific amendment of a local union's bylaws to accomplish the same and written approval of the President. The chief executive officer of an affiliate may offer and enter into agreements with employees of the affiliate providing for severance pay (including temporary benefits continuance) in cases of termination in consideration for release of claims or potential claims against the local union, subject to the approval of the affiliate's executive board. Severance pay may not exceed six (6) month's salary. Severance may include, in addition, benefits continuance of up to six (6) months. No such agreement may contravene the law of the local union's jurisdiction.

Section 13 Accrued Vacations of Officers and Employees

Vacation is designed to provide officers and employees with regular paid time off. It is not to be used as a method to defer compensation. Unless required by law, an officer or employee of a local union may not be paid more than two (2) years of accrued vacation upon termination of employment.

Section 14 Locals Not to Relinquish Jurisdiction

No Local Union or officer or member shall take any action that relinquishes the jurisdiction of this International Union over any persons covered by Article 1, Section 4 of this Constitution without the prior approval of the Executive Committee, nor shall any Local Union, Joint Board, officer or member thereof by inaction knowingly permit the relinquishment of jurisdiction over any such person.

ARTICLE 6 JOINT BOARDS

Section 1 Requirements for Charter

The President and Secretary-Treasurer shall have the power to allow two (2) or more local unions located in the same city or area to form into a joint board, or in Canada into joint councils, and may, with the consent of the Executive Committee, cause charters to be issued to such joint boards or joint councils in accordance with this Constitution. (The term "joint board" shall hereinafter refer also to joint councils). Joint boards may organize, coordinate and supervise the activities of their affiliated local unions. A joint board may adopt a constitution, by-laws, resolutions and rules that do not conflict with this Constitution or the policies of UNITE HERE. Constitutions or by-laws adopted by a joint board must be reviewed by the President for those purposes and approved by the Executive Committee in the same manner as local By-laws.

Section 2 Local Affiliation with Joint Board

- (a) All local unions within the jurisdiction of a joint board and affiliated with such joint board shall remain affiliated with such joint board, unless the members of such local union vote to disaffiliate from its joint board upon reasonable written notice to the members in good standing. All local unions within the jurisdiction of a joint board and affiliated with such joint board shall remain affiliated with such joint board, unless the joint board agrees that the local union may disaffiliate or the local union is exempted by the President.
- (b) Delegates:

- (i) The membership of a joint board shall consist of all the members of its affiliated local unions who shall be represented by delegates in such number as the constitution of the joint board shall provide.
- (ii) The supreme governing body of a joint board shall be a meeting of joint board delegates. A special meeting of a joint board shall be called whenever requested by its president and secretary or by its manager or in any other manner provided by appropriate constitution or by-laws.
- (iii) Joint Board delegates' votes shall be apportioned to local unions in accordance with their respective number of members, determined in the same manner as for the representation of local unions at UNITE HERE conventions.
- (iv) All decisions made at a meeting of joint board delegates shall be final and binding upon the joint board, its affiliated local unions, and their members. The constitution of the joint board may provide for a procedure by which a joint board decision may be disapproved. If a decision is disapproved, then in such event only, such a decision shall be reconsidered and finally disposed of by a majority or two-thirds vote of all of the joint board delegates at another meeting of the joint board delegates.

Section 3 Presiding Officer

Unless otherwise provided by the constitution and/or by-laws of a joint board, the president shall preside at all meetings of the joint board and the executive board or board of directors thereof and shall countersign all checks when signed by the secretary-treasurer. The president shall enforce the provisions of this Constitution and the constitution and/or by-laws of the joint board. The president shall appoint and be an ex-officio member of all committees not otherwise provided for.

Section 4 Vice President

Unless otherwise provided by the constitution and/or by-laws of a joint board, the vice president shall assist the president in the performance of the president's duties, shall act for the president in the president's absence, and, in the event of a vacancy, shall succeed to the office of president for the unexpired term.

Section 5 Secretary-Treasurer

Unless otherwise provided in its constitution and/or by-laws, the secretary-treasurer shall receive all monies paid to the joint board and deposit them in its name in

such bank or banks or invest them in such securities as the executive board or board of directors may authorize. Unless otherwise provided by the constitution and/or by-laws of a joint board, the secretary-treasurer shall sign all checks drawn upon the joint board. The secretary-treasurer shall keep true and accurate accounts of all the transactions of the office of secretary-treasurer and shall make reports thereon to the executive board or board of directors and the joint board, and shall have such further powers as are usual to the office. The secretary-treasurer of the joint board, or such other officer as its constitution and/or by-laws may designate, shall keep a record of the names and addresses of all members of the local union or local unions. Unless otherwise provided by the constitution and/or by-laws of a joint board, such officer shall keep correct minutes of all meetings of the joint board, and shall have charge of its seal which shall be attached to all documents requiring authentication.

Section 6 Manager

The manager shall be the principal executive officer of a joint board and where the constitution does not provide for the office of treasurer or secretary-treasurer the manager shall have all of the powers, duties and responsibilities set forth in Section 5 of this Article.

Section 7 Executive Board or Board of Directors

The executive board or board of directors shall be the highest governing authority within the joint board between meetings of joint board delegates. It shall exercise general supervision over its property and affairs. It shall have such further powers as are necessary or appropriate to effectuate the powers granted to it by this Constitution and by the constitution and/or by-laws of the joint board. A majority of the members of the executive board or board of directors shall constitute a quorum for the transaction of business, and decisions of the executive board or board of directors shall be by majority vote.

Section 8 Audit or Finance Committee

- (a) The constitution and/or by-laws of a joint board may provide for an auditing or finance committee who shall not be officers or executive board members.
- (b) This committee shall periodically examine the books and records of the joint board that elected it and shall submit a written report on such examination to the joint board and to the executive board thereof. It shall have such further powers and duties as may be provided by joint board constitution and/or by-laws.

Section 9 Authorization for Withdrawal or Disbursement

No funds, monies, or other properties of joint boards shall be withdrawn from bank accounts or other depositories, or shall be disbursed or transferred unless two or more officers, committee members, or other persons authorized to do so, shall sign the bank withdrawal slips, checks, or other necessary documents or authorizations.

ARTICLE 7 AFFILIATES – GENERAL PROVISIONS

Section 1 Meetings

An affiliate shall hold meetings of its members periodically in accordance with its by-laws.

Section 2 Special Meetings of Affiliates

A special meeting of any affiliate shall be called whenever requested by its president and secretary or by its manager or in any other manner provided by appropriate constitution or by-laws.

Section 3 Approval of Other Payments

No affiliate shall make a gift or payment of over \$500, other than wages, bonuses paid pursuant to a collective bargaining agreement or practice, severance or expenses, to anyone holding a paid elective or appointive office or position in UNITE HERE or any affiliate.

Section 4 Use of Revenue

- (a) The regular revenue of an affiliate shall be used only for the payment of per capita tax, strike benefits, legitimate expenses and for the objectives of UNITE HERE and the affiliate or for other reasons consistent with the affiliate's by-laws.
- (b) No funds of any affiliate shall be loaned, given, or expended to assist any seceding or antagonistic organization.

Section 5 Authority of Executive Committee and Secretary-Treasurer over Charter

- (a) The Secretary-Treasurer shall have the authority to:
 - (i) issue charters to affiliates, upon applications made by those who would form an affiliate, on forms prescribed by the Secretary-Treasurer and with the approval of the Executive Committee;

- (ii) revoke the charter of any affiliate, with the approval of the Executive Committee, where a violation of Section 5(b) of this Article has been established
- (b) The charter of any affiliate may be suspended or revoked only for the following misconduct:
 - (i) its failure to pay undisputed per capita tax in an amount equal or greater than an amount equal to six (6) months within sixty (60) days after a demand has been made by the international union and it has been put on notice of the intention to invoke this section; or
 - (ii) defunctness pursuant to Article 21, Section 2; or
 - (iii) any act of secession of the affiliate intended or having the effect of terminating its status as an affiliate of UNITE HERE.

The charter shall not be suspended or revoked until the affiliate has been given notice of the intent to revoke charter and the reasons therefore, and sixty (60) days to cure. The Charter shall not thereafter be revoked or suspended until after a hearing pursuant to Article 16, Sections 7(b), 8, 9, 10, 11, and 12, and appeal pursuant to Article 16, Sections 14, 15, 17, 18, 19, and 20.

Section 6 Authority over All Affiliates

The duties and powers of the Executive Committee and international officers with respect to locals shall likewise apply to all other affiliates, except as provided otherwise in this Constitution.

Section 7 Limitations of Authority

No affiliate or any officer or agent thereof shall have power or authority to make any contract, including collective bargaining agreements, binding upon or incur any liability on behalf of UNITE HERE, without written authorization of the President. UNITE HERE shall not be liable under any contract, including collective bargaining agreements, or for any acts or conduct of an affiliate or its officers or agents, unless the persons entering into the contracts or performing the acts are acting within the scope of specific authorization from UNITE HERE. All officers, representatives, and organizers of an affiliate shall be agents only of such affiliate and shall not be agents of UNITE HERE. Strike activity shall be conducted in accordance with the provisions of Article 22.

ARTICLE 8

ELECTIONS – GENERAL PROVISIONS

Section 1 Election Guidelines

The President shall cause to be promulgated guidelines for affiliate elections, which may be followed by affiliates.

Section 2 Eligibility to Vote

A member shall be eligible to nominate a candidate and vote in any election in an affiliate only if he or she is a member in good standing in accordance with the affiliate by-laws.

Section 3 Eligibility Requirements for Officers, etc.

- (a) The eligibility requirements to run for office and to continue to hold office for officers and executive board members of affiliates and for other full-time paid elective offices or positions in such organizations shall be set out in the affiliate's by-laws. In no event may an affiliate impose an eligibility requirement to run for office of more than two (2) years' membership.
- (b) Where two (2) or more locals function in common, and have one (1) set of officers, voted for by the members of all the locals involved, a candidate need merely have been a member in good standing of one (1) of the locals involved for at least one (1) year before nominations or meet the requirements of this section.
- (c) Local managers or joint board financial secretaries who are regular full-time paid officers, business agents and organizers may not be members of their respective executive boards or delegates to joint boards, unless authorized by constitution, by-laws or existing custom and practice of the affiliate.

Section 4 Designation as a Slate

- (a) Any group of candidates for elective office or position which wishes to appear on the ballot as a slate shall submit a written request for such designation to the affiliate at least ten (10) days before the election. If the election is to be conducted by mail ballot, any such request shall be submitted at least ten (10) days before the ballots are scheduled to be mailed to the voters.
- (b) A request for designation as a slate shall be approved by the affiliate provided that the slate:

- (i) includes a candidate for at least two-thirds (2/3) of the separate categories of offices or positions to be filled at the election (including categories which may have been filled by acclamation) and
 - (ii) where two (2) or more places are to be filled in a category of elective offices or positions, includes at least one-half (1/2) of the number of persons to be elected to each such office or position.
- (c) Permission may be withheld if the slate designation requested is so similar to that selected by another slate as to mislead voters.
 - (d) Any candidate in an election may appeal to the President from a decision granting or denying designation as a slate.
 - (e) If a request for designation as a slate is approved, the ballot shall provide space at the head of the list of candidates so that one (1) vote may be cast for all candidates appearing under such slate. Each candidate in such slate, however, shall in addition have printed opposite his or her name, a space or box in which an individual vote for him or her may be cast and recorded.

Section 5 Delegate by Virtue of Office

Affiliates may provide in their constitution and/or by-laws for inclusion among the duties of any one (1) or more of their officers by virtue of their office to be a delegate to the joint board or to UNITE HERE's convention, provided, that the notice of election for such office and the ballot shall specify such delegate status.

Section 6 Election by Acclamation

The constitution and/or by-laws of an affiliate may provide that whenever provision is made for the nomination and election of an officer or delegate and there is only one (1) candidate for such office or candidates only in such number as the constitution and/or by-laws provide for such office, the chairperson of the meeting shall cast one ballot for such candidate or candidates and such of those candidates for whom the chairperson shall cast such ballot shall be declared duly elected.

Section 7 Impartiality of Affiliates

- (a) An affiliate or any of its committees shall not in any official capacity discriminate in favor of any candidate. It shall not advocate the election or defeat of any candidate in any printed statement purporting to be the official or authorized views of the organization. It shall not use the monies or other property of the affiliate for any such purpose.

- (b) This section shall not preclude any member holding office or position in an affiliate from exercising his or her democratic right to participate as an individual in any election in which he or she is a candidate or in any other election campaign.
- (c) Candidates for affiliate office may not use funds from any employer, affiliate, UNITE HERE, or other labor organization.

Section 8 Oath

Each member elected or appointed to an office or position of UNITE HERE shall take the following oath, which shall constitute a commitment upon his or her installation:

“Upon my honor I pledge that I will truly and faithfully carry out the duties and responsibilities of my office. I will commit myself to organizing new members and to raising the standards of the members I represent in their workplaces. I will fight for good jobs, for civil rights for all people, and for full rights for immigrant workers, I will help to build a global movement for justice by promoting the unity of workers and their allies. I will demand and support the political empowerment of working people. I will uphold the Constitution, by-laws and policies of our union. I will conduct my union business with ethics and integrity at all times. By these actions I will help create a future of hope and freedom by strengthening the power of UNITE HERE. All of this I do solemnly affirm.”

Section 9 Term of Officer or Position and Installation

- (a) The term of an elective or appointive office or position in an affiliate shall begin with the date of installation and shall end on the date of the successor's installation.
- (b) Installation in the case of affiliates must take place no later than two (2) months following the election or appointment.
- (c) The term of all elective or appointive offices or positions in an affiliate shall automatically end on the date such affiliate is dissolved, or expelled.

Section 10 Write-in Votes

In any election under Article 9 through Article 11, inclusive, of this Constitution, proxy, write-in, telephonic, fax, email or sticker votes shall not be permitted to be counted.

ARTICLE 9 ELECTION OF INTERNATIONAL OFFICERS

Section 1 Election

Each General Officer and Vice President-at-Large shall be elected from among the delegates to each regular convention.

Section 2 Eligibility Requirements

To be eligible to any international union office, a candidate must be a member of UNITE HERE in continuous good standing for at least two (2) years before the convention opens. Candidates must also meet the specific qualifications for the offices they seek as set forth in this Article.

Section 3 Nomination and Election of Officers

- (a) Each regular convention shall nominate and elect candidates for the offices of President, Secretary-Treasurer, Recording Secretary, General Vice President, General Vice President for Immigration, Civil Rights and Diversity, and twenty-three (23) International Vice Presidents, elected at large, in addition to the offices of Executive Vice President and International Vice President elected by Representational Councils pursuant to Article 9, Section 6. The twenty-three (23) International Vice Presidents elected at large shall be for the following sectors:
 - (i) Three (3) for the Diversity Committee;
 - (ii) One (1) from a local union with fewer than one thousand (1000) members;
 - (iii) Four (4) whose principal occupation is organizing the unorganized;
 - (iv) Two (2) whose principal occupation is strategic affairs/research; and
 - (v) Two (2) whose principal occupation is political work.
 - (vi) Ten (10) at large.
 - (vii) One (1) whose principal occupation is union administration.
- (b) Nominations shall be submitted on forms prepared by the Tellers Committee. The Tellers Committee shall maintain an office at the Convention, which shall be open to dispense nomination forms and receive, completed forms on the first day of the Convention between 12 noon and 6 p.m. and the second day of the Convention between 8 a.m. and 12 noon. After first obtaining by 3 p.m. on the second day of the Convention an acceptance of nomination in writing from each

nominee, the Tellers Committee shall report to the convention before the close of business on the second day of the Convention the names and local unions of all persons who have qualified as candidates for each elective office.

- (c) In the event that there are qualified:
- (i) only one (1) candidate for the office of President; or
 - (ii) only one (1) candidate for the office of Secretary-Treasurer; or
 - (iii) only one (1) candidate for the office of Recording Secretary; or
 - (iv) only one (1) candidate for the office of General Vice President; or
 - (v) only one (1) candidate for the office of General Vice President for Immigration, Civil Rights and Diversity; or
 - (vi) only three (3) candidates for the office of International Vice President in the sector of Diversity Committee; or
 - (vii) only one (1) candidate for the office of International Vice President in the sector of local unions with fewer than one thousand (1000) members; or
 - (viii) only four (4) candidates for the office of International Vice President in the sector of organizing; or
 - (ix) only two (2) candidates for the office of International Vice President in the sector of strategic affairs/research; or
 - (x) only two (2) candidates for the office of International Vice President in the sector of political work; or
 - (xi) only ten (10) candidates for the office of International Vice President at large,
 - (xii) only one (1) candidate whose principal occupation is union administration.

the chairperson of the Tellers Committee shall cast one ballot for each such candidate or candidates.

- (d) In the event that there are qualified:
- (i) more than one (1) candidate for the office of President; or

- (ii) more than one (1) candidate for the office of Secretary-Treasurer; or
 - (iii) more than one (1) candidate for the office of Recording Secretary; or
 - (iv) more than one (1) candidate for the office of General Vice President; or
 - (v) more than one (1) candidate for the office of General Vice President for Immigration, Civil Rights and Diversity; or
 - (vi) more than three (3) candidates for the office of International Vice President in the sector of Diversity Committee; or
 - (vii) more than one (1) candidate for the office of International Vice President in the sector of local unions with fewer than one thousand (1000) members; or
 - (viii) more than four (4) candidates for the office of International Vice President in the sector of organizing;
 - (ix) more than two (2) candidates for the office of International Vice President in the sector of strategic affairs/research; or
 - (x) more than two (2) candidates for the office of International Vice President in the sector of political work; or
 - (xi) more than ten (10) candidates for the office of International Vice President at large,
 - (xii) more than one (1) candidate whose principal occupation is union administration such officers shall be elected by plurality vote in an election in which the delegate(s) of each local union present at the convention shall cast per capita ballots equal to the number of members represented by the local union pursuant to the provisions of Article 2.
- (e) The Tellers Committee shall prepare ballots listing alphabetically the candidates for each office. Incumbent office holders shall be so designated by an asterisk before each incumbent's name. Instructions on the ballot shall advise delegates that if votes are cast for more than one (1) candidate for President, more than one (1) candidate for Secretary-Treasurer, more than one (1) candidate for Recording Secretary, more than one (1) candidate for General Vice President, more than one (1) candidate for General Vice President for Immigration, Civil Rights and Diversity, more than three (3) candidates for the office of International Vice President in the sector of Diversity Committee, more than one (1) candidate

for the office of International Vice President in the sector of local unions with fewer than one thousand (1000) members, more than four (4) candidates for the office of International Vice President in the sector of organizing, more than two (2) candidates for the office of International Vice President in the sector of strategic affairs/research, more than two (2) candidates for the office of International Vice President in the sector of political work, or more than ten (10) candidates for the office of International Vice President at large, more than one (1) candidate for the office of International Vice President in the sector of union administration the affected portion of the ballot will not be counted.

- (f) Ballots shall be distributed to eligible delegates upon presentation of the duplicate numbered credentials that have been authenticated by the Credentials Committee. Each delegate's ballot shall be numbered to correspond with the credential number. Each ballot shall designate the number of members represented by the local union. In the case of a local union with more than one (1) delegate, the number of votes shall be divided equally among the registered delegates present.
- (g) Caucuses may be held by delegates of local unions represented by more than one (1) delegate and delegates of local unions affiliated with or organized into joint boards of UNITE HERE. At such caucuses delegates may authorize, in writing, on forms provided by the Tellers Committee which shall be attached to each delegate's duplicate credential, one (1) or more of their number to cast the votes for agreed-upon candidates of all who so authorize. In such event the administrative unit or designee of the local union shall present the signed authorizations and duplicate credentials to the Tellers Committee no later than 10 a.m. on the third (3rd) day of the Convention. The Tellers Committee shall then prepare a composite ballot listing all of the local unions from which written authorizations have been received and the total number of members represented by such local unions.

Section 4 Count of Votes and Certification

The Tellers Committee shall examine the ballots and keep a correct record of the vote. Candidates shall be entitled to have an observer present during the voting and counting of votes. The Tellers Committee shall certify the election results to the Convention.

Section 5 Installation

Officers elected at the Convention shall take office upon certification of the election results by the chairperson of the Tellers Committee and shall continue in office

until their successors are selected pursuant to this Article and the results are certified by the chairperson of the Tellers Committee.

Section 6 Executive and International Vice Presidents

(a) Administrative Regions

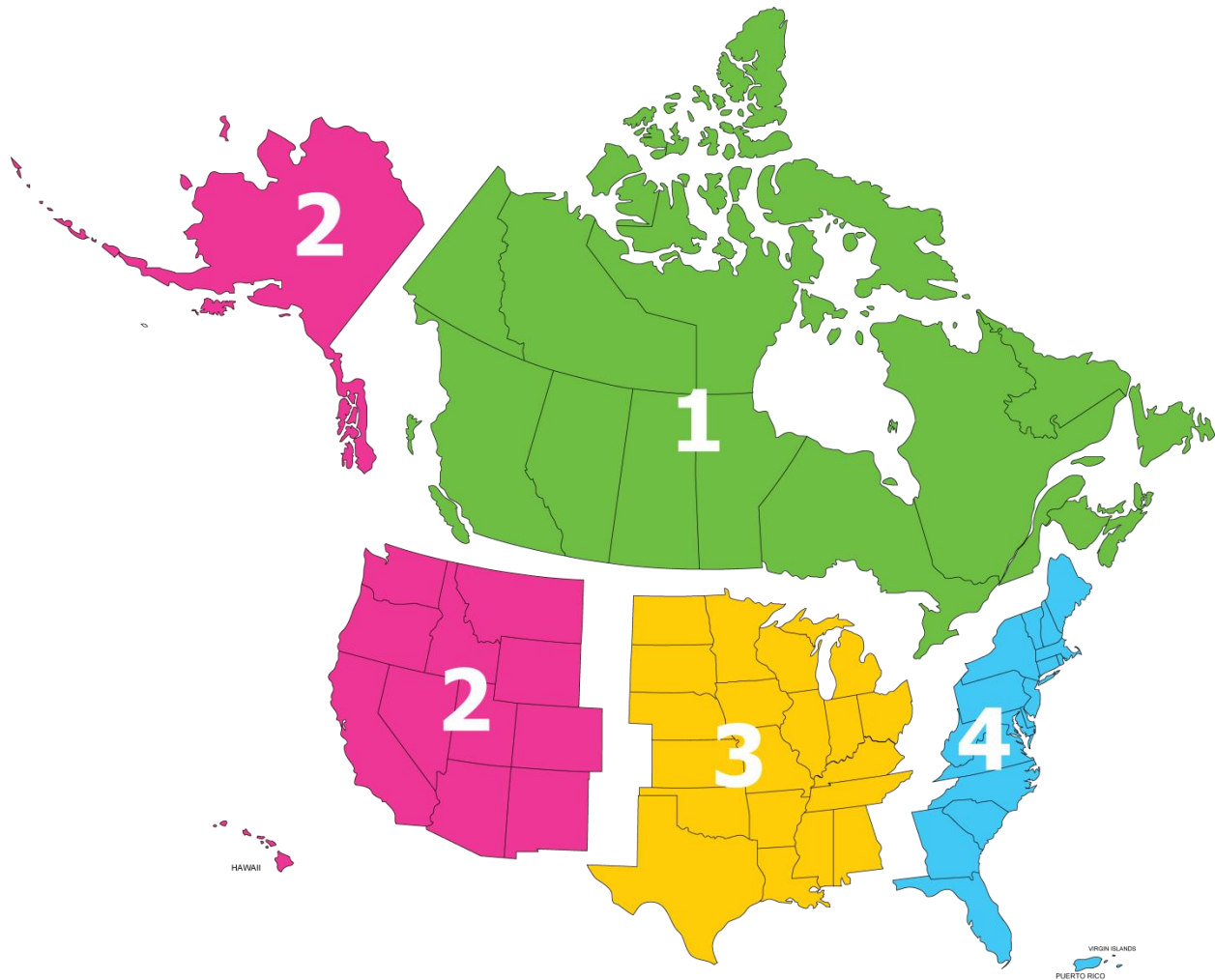
(i) The following Administrative Regions are hereby established:

Administrative Region 1. Canada;

Administrative Region 2. Alaska, Hawaii, Washington, Oregon, California, Nevada, Montana, Idaho, Wyoming, Utah, Colorado, Arizona and New Mexico;

Administrative Region 3. North Dakota, South Dakota, Nebraska, Kansas, Oklahoma, Texas, Minnesota, Iowa, Missouri, Arkansas, Louisiana, Wisconsin, Illinois, Michigan, Indiana, Ohio, Kentucky, Tennessee, Alabama, and Mississippi;

Administrative Region 4. Maine, New Hampshire, Vermont, Massachusetts, Connecticut, Rhode Island, New York, Pennsylvania, New Jersey, Delaware, Maryland, District of Columbia, West Virginia, Virginia, North Carolina, South Carolina, Georgia, Florida, Puerto Rico, and Virgin Islands.



- (ii) Each local union shall belong to the Administrative Region in which it operates. In the event that it operates in more than one (1) Administrative Region, it shall belong to the Administrative Region in which its principal office is located.

(b) **Representational Councils**

- (i) **Purpose.** Representational Councils shall be established in accordance with the provisions of this Article in order to elect Executive Vice Presidents who will, with the General Officers, form the Executive Committee of UNITE HERE, and, in addition to the Executive Vice Presidents, elect International Vice Presidents, who will, with the other International Officers, form the General Executive Board of UNITE HERE and, thereby, to ensure accountability of the Executive Committee and GEB to each local union.

(ii) **Establishment of Representational Councils**

- a) One (1) or more local unions within the same Administrative Region that send accredited delegates to the Five Year International Convention shall have the right to establish a Representational Council by giving written notice to the Recording Secretary, no later than thirty (30) days prior to the opening of each Five Year International Convention that they unanimously agree to establish said Representational Council, provided said Representational Council meets the requisite criteria described in Article 9, Section 6(b)(iii). Said written notice from each local union must certify that its decision to become a constituent of the Representational Council was made in compliance with its by-laws and must include a complete list of all the other constituent local unions to be included in the same Representational Council.
- b) Any local union that is created after the International Convention adjourns, or that does not send accredited delegates to the International Convention, shall have the right, within sixty (60) days of the issuance of its charter, or within sixty (60) days of the adjournment of the International Convention, whichever is later, to join an existing Representational Council within its respective Administrative Region, provided said local union gives written notice to the Executive Committee, certifying that the decision to join the Representational Council was made in accordance with the Local Union's by-laws, and provided that each constituent local union of said Representational Council gives the Executive Committee written notice certifying that, in accordance with its by-laws, it approves the admission of the local union to the Representational Council.
- c) In the event that any local union with fourteen thousand (14,000) or more members does not join a Representational Council in accordance with Article 9, Section 6(a) or (b), effective thirty (30) days prior to the opening of each Five Year International Convention, a separate Representational Council shall be established and said local union shall be assigned as the sole constituent local union of said Representational Council.
- d) Only in the event that any local unions with less than fourteen thousand (14,000) members do not join a Representational Council

in accordance with either Article 9, Section 6(a) or (b), the Executive Committee shall establish "Auxiliary Representational Councils" within Administrative Regions, and shall assign, no later than the opening day of the Five Year International Convention, all such local unions to such Auxiliary Representational Councils.

- e) Pursuant to Article 9, Section 6(d), and insofar as compatible with the other provisions of this Article, within the same Administrative Region, such local unions whose main offices are closest in geographic proximity to each other shall be assigned to the same Auxiliary Representational Council.
- f) No local union shall be assigned to an Auxiliary Representational Council if, as a result, the combined membership of the constituent local unions of said Auxiliary Representational Council shall, as a consequence, then exceed seventy-five thousand (75,000).
- g) No more than one (1) Auxiliary Representational Council shall be established within any Administrative Region with a combined membership of fewer than fourteen thousand (14,000), and then only if it is not possible to assign any of the remaining local unions to existing Auxiliary Representational Councils in the same Administrative Region and in compliance with Article 9, Section 6(f).
- h) Notwithstanding anything to the contrary herein and without regard to the number of members, the New England Joint Board shall, by itself or with other locals, constitute its own Representational Council and be entitled to elect one (1) Executive Vice President and one (1) International Vice President. The Airport, Racetrack and Disability Services Joint Board shall be entitled to elect one (1) International Vice President even though it may be in a Representational Council.
- i) No Representational Council will be established, except as provided in this Article.
- j) Once established, each Representational Council will continue to exist, provided it has at least one (1) constituent local union, until the next Five Year International Convention, at which time, all Representational Councils will be replaced by new Representational Councils established in accordance with the provisions of Article 9, Section 6(b)(ii) and (iii).

- (iii) No Representational Council will be established with a combined membership of its constituent local unions of less than fourteen thousand (14,000) (except in the case described in Section ii, Paragraph (c)) or more than seventy-five thousand (75,000) (except in the case that it consists of only one (1) constituent local union with a membership of more than seventy-five thousand (75,000) members). All local unions within a single Representational Council must be within the same Administrative Region, except that a local union with more than forty thousand (40,000) members may establish a Representational Council with other locals each representing fewer than two thousand, five hundred (2,500) members without regard to Administrative Region, provided the majority of all of the members in each local union are employed in the same industry. Changes in the size of local unions shall not affect the continuation of the Representational Council.
- (iv) Except in the case described in Article 9, Section 6(b)(ii)(c) and (d), and (iii), under no circumstances will any local union be admitted to a Representational Council unless it is from the same Administrative Region and all the constituent local unions of said Representational Council have unanimously agreed to its admission, and each such local union has notified the Executive Committee in writing of same, certifying that the decision of the local union was reached in compliance with its by-laws.
- (v) Every local union that has sent accredited delegates to the Five Year International Convention shall either join a Representational Council, or be assigned to an Auxiliary Representational Council, in accordance with this Section, and its accredited delegates shall be permitted to vote at the electoral caucus of its Representational Council.
- (vi) Each local union shall be free to withdraw from a Representational Council, (including an Auxiliary Representational Council) to which it belongs, provided that:
 - a) It simultaneously becomes a constituent local union of another Representational Council in accordance with the provisions of this Article;
 - b) It gives each of the constituent local unions of the Representational Council from which it intends to withdraw at least sixty (60) days notice of its withdrawal;

- c) The decision to withdraw is made in compliance with the local unions by-laws;
 - d) The local union is not under trusteeship by the International Union; and
 - e) The Representational Council it joins is in the same administrative region and will not exceed seventy-five thousand (75,000) members. Nothing herein shall prohibit a Representational Council from exceeding seventy-five thousand (75,000) members as a result of an increase in membership in existing local unions within a Representational Council.
- (vii) Election of Executive and International Vice Presidents
- a) At each Five Year Convention of the International Union , in separate electoral caucuses convened for this purpose, the Convention delegates from the constituent local unions of each Representational Council shall nominate and elect, from among their members, one (1) Executive Vice President and one (1) International Vice President, except that Auxiliary Representational Councils with fewer than fourteen thousand (14,000) members, shall elect one (1) International Vice President and not elect any Executive Vice President. Notwithstanding the previous sentence, where an Administrative Region has only one (1) Representational Council and one (1) Auxiliary Representational Council, which has fewer than fourteen thousand (14,000) members, the Auxiliary Representational Council shall nominate and elect from among its members one (1) Executive Vice President and one (1) International Vice President.
 - b) In said electoral caucuses, the Convention delegates from the constituent local unions of the Representational Council shall cast the same number of votes that they are entitled to cast in other roll call votes of the Convention.
 - c) The President shall appoint one (1) International Officer to preside over the electoral caucus of each Representational Council.
 - d) The Executive Vice President and International Vice President so elected shall serve in that office until the next Five Year International Convention, provided that he or she remains a

member in good-standing of the union, and provided that the Representational Council he or she represents has at least one (1) constituent local union.

- e) In the event of a vacancy in the office of Executive Vice President or International Vice President, the constituent affiliates of the Representational Council in which the vacancy has occurred shall elect a successor. The number of votes each affiliate shall be entitled to cast shall be equal to the average number of members for which the affiliate paid per capita dues to the International Union during the last fiscal quarter to end at least sixty (60) days prior to the day the affiliate's votes are cast. No local union under trusteeship shall be permitted to cast its votes.
- f) Upon the establishment of an Auxiliary Representational Council after the Five Year International Convention has adjourned, it shall elect an Executive Vice President (provided it represents fourteen thousand (14,000) or more members) and an International Vice President in the same manner as described in Article 9, Section 6(e) of this Section, provided that at the time of the election there are no local unions within the same Administrative Region that have not either joined or been assigned to a Representational Council.
- g) The Executive Committee may establish additional elective Executive Vice President and International Vice President positions to accommodate Joint Boards that do not become part of a Representational Council.

ARTICLE 10 ELECTION TO LOCAL OFFICES AND POSITIONS

Section 1 Nomination and Election Meeting

- (a) Candidates for local office, executive board membership, elected business agent and other positions shall be elected in an election by secret ballot. At the option of the local union, nominations may be made at a special meeting called for that purpose prior to the local's election. The local union shall give at least fifteen (15) days notice to its members of the offices to be filled in the election and of the time, place, and form for submitting nominations, and shall afford office-seekers a reasonable period to engage in campaigning. The local union shall determine and announce the date, time, and place of the election. In addition, notice of such date, time and place shall be mailed to each member at the member's last known home address at least fifteen (15) days before the election through the

union newspaper or by letter. If at the time of nominations, there is no contest for any or all offices or positions and there is therefore an election by acclamation, there is no need to schedule an election for those offices or positions, provided that the election committee examines the candidates' qualifications and declares them eligible. The requirement to give fifteen (15) days' notice for the election of officers in Canada may be met by posting in the workplace.

- (b) A person may not be a candidate for more than one (1) office or position if he or she cannot occupy such offices or positions at the same time pursuant to the affiliate by-laws.

Section 2 Election Procedure

- (a) Mail ballots may be used if authorized by the President or Executive Committee.
- (b) Each qualified candidate shall be entitled to have an observer present in the polling place during the voting and the final tally and count of the votes. Where there is more than one (1) polling place, the election committee shall determine the number of observers required for adequate coverage of the polling places, and each qualified candidate shall be entitled to such number. However, where slate voting has been authorized, the election committee shall fix an adequate and reasonable number of observers for each group. Each slate shall be entitled to the same number of observers, regardless of the number of candidates nominated as part of its ticket. A candidate may be an observer. All observers must be members in good standing of the affiliate involved. The names of all observers must be designated in writing to the election committee. An observer may not electioneer within the polling place and shall be subject at all times to the authority of the election committee to conduct and supervise the election.
- (c) The votes shall be counted immediately after the polls close. The candidates receiving the highest number of votes shall be declared elected, unless the constitution or by-laws of the affiliate require that a candidate receive a majority of the votes cast.

Section 3 Election Committee

- (a) The Local Executive Board, or other officers as provided in the local's by-laws, shall appoint an election committee of at least three (3) members in good standing who are not candidates in the election. If the local executive board or other officers designated in the by-laws fail to do so, or at the request of a majority of the Executive Board of the local union, the committee may be

appointed by the Executive Committee. This Article 10, Section 3(a) is subject to the provisions of Article 10, Section 3(b) of this Section.

- (b) Only a member who is eligible to be an officer or executive board member in the local may be a member of the committee. However, in its discretion and subject to the approval of the Executive Committee, a local may appoint to the committee persons who are members in good standing of another local or who have demonstrated their support for the objectives of UNITE HERE by their work for the trade union movement.

Section 4 Election Committee Procedure

The election committee shall:

- (a) examine the dues, records, and eligibility of each candidate who has been nominated;
- (b) remove from the ballot any candidate who is or has been found ineligible under this Constitution;
- (c) remove from the ballot any candidate who after a written request given within a reasonable time has failed to appear before the committee for examination of his or her eligibility as a candidate;
- (d) conduct and supervise the elections;
- (e) decide whether a member shall vote if his or her right to do so is challenged;
- (f) keep records of members who vote;
- (g) count and tally the vote and do so in the presence of any observers who wish to be present;
- (h) report the result of the election;
- (i) preserve all tally records for at least one (1) year; and
- (j) have such other powers as may be conferred on it by the local or its executive board which are not inconsistent with this Constitution and the local's by-laws.

ARTICLE 11

JOINT BOARD ELECTIONS

Section 1 Eligibility

If a joint board has not adopted by-laws or a constitution, eligibility for delegates to the joint board shall be as provided for delegates to the UNITE HERE Convention.

Section 2 Nominations and Elections

- (a) Each joint board, triennially or more often, shall nominate and elect by plurality vote in an election among the joint board delegates elected pursuant to the provisions of this Article the following officers unless other and/or additional officers or other provisions for the performance of their duties are provided in its constitution and/or by-laws: a manager; a president; a vice-president; a secretary-treasurer; and an executive board of directors of such number as provided in its constitution and/or by-laws, if so provided, all of whom shall hold office until their successors are elected and installed. Canadian joint boards or joint councils shall hold elections in accordance with the applicable Canadian labour laws and their by-laws, but in no event shall elections be held less frequently than every five (5) years.
- (b) At least fifteen (15) days prior to the election of delegates to a joint board, notice of such election (which notices may be given in a union publication) shall be given by mail to each member in good standing at such member's last known home address who is entitled to vote in such election.
- (c) Joint boards may provide in their constitution and/or by-laws that officers and/or delegates shall be elected by majority, rather than plurality vote, by adopting the following procedures: The notice of such election shall specify the date of a run-off election, if any, as well as the date of the original election. A run-off election shall be conducted between the two (2) candidates who received the greatest number of votes in the original election.

ARTICLE 12

ELECTION APPEALS

Section 1 Appeals

An appeal from a decision of the election committee of an affiliate may be made by a member of the committee or by a candidate or any other member adversely affected by the decision. Any further appeal may be made by such persons or by the election committee itself.

Section 2 Appeal Bodies

The following procedure shall apply and be strictly and expeditiously enforced in such appeals:

- (a) If the candidacy is for an office or position in a directly affiliated local, the first appeal shall be to the local's election committee. A second appeal may be made to be to the President.
- (b) If the candidacy is for an office or position in a local that is part of a joint board, the first appeal shall be to the local's election committee. The second appeal shall be to the joint board's executive board. A third appeal may be made to the President.
- (c) If the candidacy is for an office or position in a joint board, the first appeal shall be to the joint board's election committee. A second appeal may be made to the President.
- (d) If the candidacy is for an International Union office, any protest to the election must be received by the President within seven (7) days from the date of the closing of the Convention, provided, however, that any member having knowledge of an alleged irregularity in the election but fails to notify the Chair of the Tellers Committee of the same shall not be entitled to file a protest of such irregularity. Such protest shall be in writing, setting forth the specific grounds, and signed by the complaining member or members. The Executive Committee shall hold a hearing on the protest(s) within thirty (30) days after receipt of the same and shall make a final decision within seven days after the conclusion of the hearing.

Section 3 Appeal Procedure

Appeals shall be governed by the applicable provisions of Article 16 except that each appeal from a decision at each level must in any case be post-marked within ten (10) days after it is issued.

ARTICLE 13

MEMBERSHIP

Section 1 General Eligibility Requirements

Any person employed in any employment over which this International Union exercises jurisdiction shall be eligible for membership in this organization. Employment in the industry shall be deemed to include and not be interrupted by temporary unemployment due to illness, economic conditions, other good cause uniformly applied,

or service as a full-time paid officer, staff member or business agent of UNITE HERE or any of its affiliates. Any former ILGWU officers or staff who: (i) retired before March 21, 2009, and (ii) who paid dues from the date of their respective retirements through March 21, 2009 shall also be eligible for continued active membership in UNITE HERE, which shall accept their membership dues pursuant to current practices (e.g., allowance of grace periods for members who become ill or incapacitated) which shall not be changed or altered, and they shall be covered for a regular death benefit from the ILGWU Death Benefit Fund.

Section 2 Applications

Applicants for membership shall complete and sign authorization cards or other applications for membership. By joining UNITE HERE, a member authorizes UNITE HERE or the affiliate to which the member belongs to act as the member's exclusive agent for the purposes of collective bargaining in respect to rates of pay, wages, hours, or other conditions of employment.

Section 3 Acquiring Membership

An applicant for membership shall become a member of the affiliate and the International Union upon acceptance of the membership application and the dues and fees that may be required. If a person who is not a member, or is ineligible for membership, pays dues that are accepted by an affiliate, such payment shall not confer any rights or benefits of membership. Nothing in this Article shall limit the right of a member holding two (2) or more jobs to hold membership in two (2) or more affiliates, so long as he or she satisfies the requirements of each, including payment of dues, separately.

Section 4 Limitations on Rejection

No Local may reject a person prior to applying for membership; nor may any Local reject any applicant by reason of race, religion, color, age, sex, national origin or citizenship status, sexual preference or orientation, gender identification or disability.

Section 5 Previously Expelled Members

A member who has been automatically expelled for non-payment of fixed dues may be readmitted as a member only upon approval of the local. Such readmitted member shall pay all fixed dues and other charges owing at the time of expulsion, unless by past custom or practice the affiliate has uniformly waived this requirement. A member who has been expelled for disciplinary reasons may not make application for reinstatement for one (1) year thereafter, and may only be reinstated by the affiliate

from which the member was expelled; except that members expelled by the Executive Committee may be reinstated only by them. Under no circumstances may a member who has been found guilty of embezzlement, misappropriation or fraud in accordance with the provisions of Article 16 be eligible for any office or position as a delegate. Any member expelled for any reason other than the foregoing, who has been reinstated, may petition the Executive Committee for restoration of full membership rights, including the right to hold office. The Executive Committee shall have discretion to act upon such a petition under standards uniformly applied.

Section 6 Passive Membership

- (a) Any person who is a manager, owner, proprietor or a representative or employers in an industry or any person who is employed outside the jurisdiction of this International Union may be accepted for or hold membership in a Local Union only as a passive member, provided such person maintains no affiliation with an organization hostile to this Union.
- (b) Passive members shall not be entitled to voice or vote or to attend meetings of the Local Union. They shall be ineligible for election to any office in the Union or any positions as a delegate representing the Union.
- (c) Passive membership is hereby declared a privilege, revocable at will, by the Executive Board of any Local Union or the Executive Committee of the International Union.

Section 7 Associate Membership

The Executive Committee shall have the authority to establish and implement a program for associate membership in UNITE HERE under terms that are not inconsistent with this Constitution.

Section 8 Rights and Obligations of Membership

The rights and obligations of membership are governed by this Constitution and the Constitutions and By-Laws of the affiliates. A member shall notify his or her local of any change of address. A member shall pay all fixed monthly or weekly dues established by a Convention, the Executive Committee, or an affiliate. Only members who are current in the payment of their dues shall have any right to vote, attend meetings or otherwise participate in the affairs of the affiliate.

Section 9 Dual Membership

- (a) No person shall be eligible for membership in any affiliate or the International Union who holds membership in any antagonistic club, society, or other organization which exercises or claims to exercise duties and functions similar to those exercised by this International or its Locals, and which claims jurisdiction in whole or in part over matters which are within the jurisdiction of this International Union.
- (b) Membership in such organization shall constitute dual affiliation in an antagonistic organization and the Executive Committee may direct all members to resign from membership in such organization. Those members who refuses to do so within thirty (30) days of receipt of the request, shall be subject to charges and hearing as required by Article 16.

Section 10 Recall to Active Military Service

In the event a member of any affiliated Local of this International Union is recalled to active military service due to a prior military commitment, that member shall be issued a withdrawal card from the Local Union at no cost to the member. Upon return from active service, such member shall be reinstated to membership in good standing at no cost to the member. In addition, the members shall be reinstated to the same position and seniority for all purposes just as if he or she had never been absent from active membership in the Local Union.

Section 11 Good Standing

Any member not suspended or expelled for non-payment of dues or for any other reason is a member in good standing.

ARTICLE 14 WITHDRAWAL OR TRANSFER OF MEMBERSHIP

Section 1 Requests for Withdrawal of Membership

A member who is current in the payment of dues, fees, and any fines and assessments and against whom no charges are pending may withdraw from membership in an affiliate either (a) because the member is not employed in an industry coming under the jurisdiction of the International Union or (b) to work in jurisdiction of another affiliate. The affiliate shall grant withdrawal if these conditions are met and shall not otherwise classify a member as withdrawn except as provided in Article 14, Section 2. The affiliate shall give the member written, dated evidence of withdrawal. The

affiliate shall promptly give notice of the member's withdrawal to the International Union.

Section 2 Automatic Withdrawal from Membership

An affiliate may place members in seasonal industries on withdrawal status as they are terminated at the end of the season even though they have not made a specific request for this status. A member who is not working in an occupation or industry under the jurisdiction of UNITE HERE but who is able and willing to work and has sought but failed to obtain employment or is temporarily absent from work due to illness, work-related accident, maternity, parental or similar leave of absence during that period and will be able to return to such occupation or industry within a reasonable period of time, and who continues to be a member in good standing, shall retain membership for two (2) years after the member's last day of work. After two (2) years, the member is deemed to have automatically withdrawn from membership unless the International Union permits the member to continue membership under standards uniformly applied. An affiliate may adopt a bylaw or policy providing for the waiver of initiation or re-initiation fees for any individual seeking membership within one (1) year of automatic withdrawal, and for the retention of the individual's initial membership date, whether or not the individual had previous membership in the particular affiliate to which the individual seeks admission.

Section 3 Prepaid Dues

If the member has prepaid dues for months after the month of withdrawal, the local union shall refund them to the member at the time of withdrawal or as soon thereafter as is practical.

Section 4 Effect of Withdrawal

Upon withdrawal, a member ceases to have any obligation to pay dues to the affiliate or have any right to vote, attend meetings otherwise participate in the affairs of the affiliate or the International Union and may not work in the jurisdiction of the International Union unless the member becomes active again. The withdrawal of a member who violates this section shall be revoked and the member shall be subject to charges.

Section 5 Resumption of Active Status

- (a) A withdrawn member may become active again in the same affiliate by paying the reinitiation or other fee charged by the affiliate to restore withdrawn

members to active status and the dues appropriate for the member's trade or employment, if the member would be otherwise eligible for membership.

- (b) A withdrawn member may become active again in another affiliate by paying the reinitiation or other fee charged by the affiliate to restore withdrawn members to active status and the dues appropriate for the member's trade or employment, if the member would be otherwise eligible for membership and the new local union confirms with the International Union or the former local union that the member is still on valid withdrawal status, provided that if the member joins the other affiliate in the same calendar month he/she withdrew from the former affiliate, the member shall be considered by the new affiliate to be in good standing for that month and the member's dues obligation to the new affiliate shall begin the following month.

Section 6 International Solidarity

A member of a union in a country other than the United States or Canada, affiliated with the International Textile, Garment and Leather Workers' Federation, International Union of Food, Agricultural, Hotel, Restaurant, Catering, Tobacco and Allied Workers Associations or the International Transport Workers Federation who produces a transfer card or other evidence from the union showing that he or she has been a member in good standing for not less than one (1) year shall be admitted to membership in any local of UNITE HERE on the same terms as any member of UNITE HERE transferring from one local to another. However, membership shall be dated only from the date of admission to membership in UNITE HERE.

ARTICLE 15 RETIRED MEMBERS

Section 1 Membership

Affiliates may allow retirees to hold membership under terms and conditions established by it, subject to Article 15, Sections 3 and 4. Notwithstanding anything to the contrary in this Constitution, affiliates shall not be required to pay per capita to UNITE HERE on retiree members, nor shall such retiree members be counted for purposes of representation or voting at a Convention pursuant to Article 2.

Section 2 Retirees Association

The Executive Committee may establish a Retirees Association.

Section 3 Eligibility for Retiree Membership

An individual may be eligible for retiree membership in UNITE HERE and its Retirees' Association if the individual is a former UNITE HERE member, or was a member of one of its predecessor unions, and either has retired from employment, or has reached 55 years of age and is not employed by UNITE HERE, by a UNITE HERE affiliate, or by an employer whose employees are represented by UNITE HERE; or if the individual is a former employee of and is receiving a pension from UNITE HERE, a UNITE HERE affiliate or predecessor union, whether or not the individual was a member of UNITE HERE or one of its predecessor unions.

Section 4 Rights of Retiree Members

- (a) Retiree members may participate in union meetings and may receive union publications, but they shall not have the right to run for office, or vote on any issue or in any election under this Constitution, except as provided in this article. Retiree members are not in "good standing" for any purposes under this Constitution except as expressly set forth in this Article.
- (b) Should a retired member return to employment in a UNITE HERE represented work place, the member shall pay the dues required by the union, and comply with all other obligations of membership under this Constitution. He or she shall, during the time he or she is a member in good standing, have all the rights of members in good standing, including the right to vote.
- (c) The rights of retired members in Canada shall be governed by applicable Canadian law.

Section 5 Governance of Retirees' Association

The Retirees' Association shall, by promulgating by-laws consistent with Executive Committee resolutions, provide for the governance of the Retirees' Association. The by-laws and/or resolutions may provide for additional membership requirements.

Section 6 Retiree Delegates to UNITE HERE Convention

- (a) The Executive Committee may, by resolution, establish no more than fifteen (15) retiree delegate positions. It shall determine, in consultation with the Retirees' Association, an election process for such delegates and shall further determine by resolution whether the delegates shall be elected at large, by geographic area, or by some combination of the two. The Retirees' Association shall conduct such

elections by secret ballot, which may be by mail ballot, and may establish, through its by-laws, further eligibility requirements for voting and candidacy.

- (b) Each retiree delegate shall have one (1) vote at UNITE HERE's convention. However, retiree delegates shall not vote for UNITE HERE officers.

ARTICLE 16 CHARGES, HEARINGS AND APPEALS

Section 1 Grounds for Charges

A member or a person holding an elected or appointed office or position in UNITE HERE or an affiliate may be required to appear at a disciplinary hearing when charged with any of the following offenses:

- (a) Knowingly and materially violating any provisions of this Constitution or the constitution or by-laws of an affiliate, a lawful decision of the Convention or the Executive Committee made in accordance with this Constitution or of an affiliate acting within the scope of their authority, or deliberately and materially aiding or abetting another member in such a violation.
- (b) Gross disloyalty or conduct unbecoming a member.
- (c) Gross inefficiency of an officer of UNITE HERE or an affiliate that substantially hinders or impairs the interests of UNITE HERE or an affiliate.
- (d) Violating a fiduciary duty to UNITE HERE or any of its affiliates.
- (e) Actual or attempted misappropriation, fraud or financial malpractice involving the assets of UNITE HERE or any of its affiliates or any employee benefit plan.
- (f) Deliberately and materially creating a disturbance in a local union meeting in a manner that prevents the conduct of union business, or recording by any means the proceedings of any official meetings of the local union.
- (g) Holding membership, office or position in an antagonistic labor organization claiming jurisdiction over any trade or industry of branch thereof within the jurisdiction of, or in contractual relations with UNITE HERE which was not established under this Constitution which attempts to shape or influence the policies or actions of or to displace UNITE HERE or an affiliate, or active or support of such labor organization, in violation of Article 13, Section 10 (Dual Membership).

- (h) Preferring charges maliciously or in bad faith or failing to appear and present evidence after filing charges without good cause.
- (i) Secession or fostering secession or sponsoring or advocating decertification of, or deauthorization of union security for UNITE HERE or any affiliate.
- (j) Working as a strikebreaker.
- (k) Violating standards of wages, hours and working conditions in a workplace covered by a collective bargaining agreement.
- (l) Discriminating against a member or any other person having business with the union based on race, color, religion or creed, national origin, age, disability, marital status, sex (including sexual harassment), sexual preference or orientation, gender identification or citizenship status.
- (m) Retaining for his or her own use, or failing to deliver to his or her successor in any office or position, any property of UNITE HERE or of an affiliate.
- (n) Ineligibility for membership under Article 13, Section 1, without withdrawing from membership.
- (o) Such other deliberate acts and conduct which materially interfere with the performance of legal or contractual obligations of UNITE HERE or an affiliate.

Section 2 Form of Charges

All charges shall state: the name and address of the person being charged; the Sections of the Constitution or by-laws which are alleged to have been violated; a detailed statement of the facts indicating such alleged violation and dates thereof; and the name of the person and organization with whom the charges are being filed. They shall be signed by the person making the charges.

Section 3 Who may File Charges

- (a) One (1) or more members in good standing of the UNITE HERE having knowledge of the facts alleged to constitute a violation of this Constitution may file a charge against a member or officer of UNITE HERE or an affiliate.
- (b) One (1) or more members in good standing of an affiliate having knowledge of the facts alleged to constitute a violation of the applicable affiliate by-laws may file a charge against a member or officer of that affiliate.

Section 4 Where Charges Are Filed

- (a) Charges against a member or officer of an affiliate for violation of the affiliates by-laws shall be filed with the accused member's affiliate in accordance with its by-laws.
- (b) Charges against a member or officer of UNITE HERE for violation of this Constitution shall be filed with the Recording Secretary. Charges against the Recording Secretary shall be filed with the Executive Committee.
- (c) Charges must be filed within one (1) year of the date the charging party knew or reasonably should have known of the conduct giving rise to the charge.

Section 5 Procedure When Filed

The body or officer with whom the charges are filed shall notify the accused of the same by sending a copy thereof by registered mail, or by delivering a copy of the charge to the accused personally. Where the charge is brought for violation of this Constitution to be heard by UNITE HERE, such notice shall advise the accused of his or her right to elect the initial hearing body pursuant to Article 16, Section 7. Unless specified otherwise in the constitution or by-laws of an affiliate, the secretary of the affiliate shall have the responsibility to give notice. When charges are filed with the Recording Secretary, the Recording Secretary shall give notice. Where charges are filed with the Executive Committee, the Executive Committee shall elect an Executive Vice-President to serve as temporary presiding officer with respect to the charges and he or she shall give notice. The accused shall be notified of the time and place of hearing and shall be allowed no less than thirty (30) days from the time of such notification for the preparation of a defense. If such charges are amended or supplemented, the accused shall be allowed thirty (30) days from the notification of such change for additional preparation. No member may be tried twice for the same offense, provided that a further hearing ordered by an appellate body and a change in penalty following such further hearing are not precluded.

Section 6 Suspension Pending Hearing

Emergency Suspension of Authority. In the event that at least one (1) General Officer and Executive Vice Presidents representing at least a two-thirds (2/3) voting majority of the Executive Committee expressly allege in writing that another International Officer or affiliate officer is deliberately engaged in conduct which represents an immediate threat of irreparable harm to UNITE HERE or the affiliate, respectively, and simultaneously file identical charges regarding said conduct in accordance with Article 16, the accused Officer shall be immediately suspended from

office, with pay, pending the resolution of the charges in accordance with Article 16, but for a period not to exceed one hundred and twenty (120) days. Notwithstanding the foregoing, in the event that enough of the charging officers subsequently withdraw their support for the charges, in writing, such that one (1) General Officer and Executive Vice Presidents representing at least a two-thirds (2/3) voting majority of the Executive Committee no longer support the charges, the accused International Officer's Emergency Suspension of Authority shall be immediately lifted, and the charges shall proceed in accordance with the normal procedures set forth in Article 16. Any employee of UNITE HERE who knowingly refuses to recognize the Emergency Suspension of Authority of an International Officer, whether or not the accused International Officer is later found not guilty of the charges, shall be immediately terminated from employment, and banned from future employment, by UNITE HERE; and any member or officer who does so, or, in the case of an International Officer, who fails to comply with or enforce this Section, shall be guilty of gross disloyalty, and subject to being so charged in accordance with Article 16. Notwithstanding anything contained herein to the contrary, the Emergency Suspension of Authority of an International Officer shall apply to any office held by the accused International Officer by virtue of his/her UNITE HERE office or to which s/he was appointed by UNITE HERE, including, but not limited to, service as a representative of UNITE HERE to any organization or labor federation. The General Officers shall ensure that all International Officers and affiliates, the PRB, and any other appropriate persons or entities are notified of the Emergency Suspension of Authority of an International Officer, or the lifting thereof, within at least one (1) week of same.

In the event such charges are not sustained, the accused shall be reinstated in office and paid the appropriate salary for the period of suspension.

Section 7 Who May Conduct Hearings

- (a) Hearings by an affiliate shall be conducted by hearing boards appointed as provided in the constitution or by-laws of the affiliate. The hearing board shall consist of between one (1) and five (5) members in good standing.
- (b) Hearings by UNITE HERE shall be conducted by the Executive Committee or a hearing board of between three (3) and five (5) Executive Vice Presidents designated by the Executive Committee. In the event of charges against the Executive Committee, the hearing shall be conducted by the General Officers. At the option of an accused elected officer of UNITE HERE or any affiliate charged with a violation of this Constitution, the hearing shall be conducted before an impartial arbitrator selected by alternate striking from a permanent panel of ten (10) qualified arbitrators obtained from the Federal Mediation and Conciliation

Service (FMCS), with the accused striking first. In the event of a vacancy in the panel, the Executive Committee shall request that FMCS provide an additional name. UNITE HERE shall not influence the FMCS in the selection of arbitrators in the original panel or in the filling of vacancies therein. The arbitrator must follow the provisions of this Constitution without addition, subtraction or amendment.

Section 8 Disqualification

The accused member(s), the accuser(s), their representatives, witnesses and anyone who might benefit personally and directly from the outcome of the proceedings shall be disqualified from participating in the voting on suspension pending a hearing, appointment of a hearing body, conducting a hearing, or sitting on an appellate body considering such charges.

Section 9 Conduct of Non-Arbitration Hearings

- (a) The Hearing Officer or chair of the hearing board shall preside at the hearing, shall pass on all objections, and establish rules of decorum procedure not inconsistent with this Article.
- (b) The person preferring the charge or a member designated by the person preferring the charge as a representative shall present the evidence against the accused. The accused or a member designated by the accused as a representative may present the evidence for the defense. At the conclusion of the presentation of evidence by any witness, the opposing side may cross examine such witness. Only such testimony as pertains to the specific charges made may be heard by the hearing board.
- (c) Where there is a joint hearing of more than one (1) person upon charges accusing them of participation in the same offense, or accusing them of similar offenses arising out of the same transactions, there shall be only one (1) representative for all such respondents unless the hearing board or hearing officer shall determine that the conflicting interests of the respondents require additional representation. Similarly, in a hearing upon charges filed by more than one (1) complainant, there shall be only one (1) representative for all such complainants unless the hearing board or hearing officer shall determine that the conflicting interests of the complainants require additional representation. Representatives must be members in good standing of UNITE HERE, if charges are tried at the UNITE HERE level and of the affiliate, if charges are tried on the affiliate level, and may not be practicing lawyers.

- (d) Only members directly concerned with the case and representatives of the International may be present during the hearing. Witnesses may be summoned to appear one at a time in accordance with the ruling of the hearing board.
- (e) Each party shall be entitled to subpoena relevant witnesses and documents from UNITE HERE and the other party. UNITE HERE, its officers, and the parties shall comply with such subpoenas absent good cause.
- (f) When the accused fails to appear at a hearing, the hearing body may, if it desires, hear evidence in support of the charge before rendering a decision.
- (g) All decisions shall be in writing and shall be signed by those members of the hearing board who are in accord with the decision. Any member of the hearing body may file a dissenting opinion. Where applicable, the decision shall contain the penalty and the time for the accused to comply.
- (h) The hearing body shall have the authority to order a stenographic, video or audiotape record made of the proceedings. In the event that such record is not made, the secretary of the body, or the Hearing Officer, shall make a written record of the important evidence presented. Such records shall be made available to a higher authority hearing the case on appeal.

Section 10 Conduct of Arbitral Hearings

- (a) The hearing will take place in the city in which the accused is an affiliate officer or, in the case of UNITE HERE Officers who are not also affiliate officers, in the city in which UNITE HERE headquarters is located.
- (b) The Hearing Officer shall conduct the hearing in accordance with the American Arbitration Association rules.
- (c) Each party shall be entitled to subpoena relevant witnesses and documents from UNITE HERE and the other party. UNITE HERE, its officers, and the parties shall comply with such subpoenas absent good cause.
- (d) The cost of the arbitrator shall be shared equally by the parties.
- (e) The parties are entitled to be represented by an attorney and each party shall bear the cost of his or her representative.
- (f) The hearing officer shall have the authority to order a stenographic, video or audiotape record made of the proceedings. In the event that such record is not made, the Hearing Officer, shall make a written record of the important evidence

presented. Such records shall be made available to a higher authority hearing the case on appeal.

- (g) When the accused fails to appear at a hearing, the hearing body may, if it desires, hear evidence in support of the charge before rendering a decision.
- (h) All decisions shall be in writing and shall be signed by the hearing officer. Where applicable, the decision shall contain the penalty and the time for the accused to comply.

Section 11 Summary Disposition

A charge may be dismissed without hearing if, after assuming the charging party's allegations to be true, the charges fail to describe actions which would constitute violations of the UNITE HERE Constitution or the by-laws or constitution of the affiliate involved, or if they find that the charges are of such a nature that the interest of the Union does not justify the expenditure of time, money, and other resources necessary for the conduct of a disciplinary proceeding. The decision whether to dismiss shall be made by the hearing officer with respect to charges filed with UNITE HERE or by the governing body of an affiliate with which charges have been filed or which has properly assumed jurisdiction with respect to charges filed with the affiliate.

Section 12 Hearing Upon Written Evidence

In all disciplinary cases where the accused consents to a hearing upon written evidence and waives oral hearing after the service of the charges, the hearing body may try such cases by furnishing the accused with a statement of the facts supporting the charges. The accused shall then have fifteen (15) days within which to reply to the accusations and to submit in writing, evidence, including affidavits if desired, in rebuttal of the charges. The hearing body shall make a decision based upon the evidence in the possession of the hearing body at the conclusion of this procedure.

Section 13 Penalties

- (a) The hearing board or hearing officer shall have the right to reprimand, suspend, expel, fine or otherwise discipline in accordance with the provisions of this Constitution. Judgments of suspension or expulsion from membership shall become effective only on ratification by the executive board of the affiliate or the Executive Committee, as applicable.
- (b) An accused member must comply with any penalty imposed within the time specified by the hearing board or officer, or by the executive board of the affiliate

or Executive Committee as applicable, in the case of orders of suspension or expulsion, unless stayed by an appellate body.

Section 14 Appeal Bodies

Appeals may be taken by an accused from a decision of a local union to the Joint Board, if the local union is affiliated with one. If the local union is directly affiliated with the international, the appeal may be taken to the Executive Committee. Decisions of a Joint Board may be appealed by the accused to the Executive Committee. Decisions of the UNITE HERE hearing body provided for in this Article 16, Section 9 may be appealed by the accused to the Executive Committee. Decision of the arbitrator provided for in this Article 16, Section 10, shall be final and binding and not appealable. Any decisions of the Executive Committee may be appealed to the Convention, subject to the provisions of Sections 15 and 16 of this Article.

Section 15 Appeals to the Convention

Appeals to the Convention must obtain the approval of the Constitution Committee before being submitted to the Convention. When appeals by UNITE HERE or affiliate officers are involved, the Constitution Committee shall grant such right to appeal and establish the rules for conducting the hearing before the Convention.

Section 16 Limitation on Right of Members to Appeal

Notwithstanding the provisions of Section 14 of this Article, an appeal of a member may not be taken beyond the Executive Committee unless specifically authorized by the provisions of this Article. A member shall be deemed to have exhausted the remedies of appeal, in accordance with the requirements of Section 21 of this Article, following an appeal to the Executive Committee.

Section 17 Time Limit for Appeal

All appeals must be taken within thirty (30) days from the date that a final decision is mailed to the accused.

Section 18 Procedure for Appellant

In order to perfect an appeal, an appellant shall mail a written notice of such appeal to the body or to the officer to whom the appeal is directed. No specific form shall be required, but such notice shall state the decision being appealed from, and indicate the hearing body that rendered the decision. The appellant may file a written statement in support of the appeal within ten (10) days after filing the appeal. The

appellant may request a stay of the penalty at the time the notice of appeal is filed. The appellate body may require partial compliance with a penalty as a condition for a stay.

Section 19 Procedure for Hearing Appeals

When an appeal has been taken, the appellate body shall request the hearing body to submit all records, transcripts, and exhibits to the appellate body. The appellate body shall consider the appeal on the basis of the record, exhibits and written statements. The accuser may be requested to submit an additional statement to the appellate body when the accused has done so. Application for oral argument may be made to the appellate body, but the granting of such application shall be within the sole discretion of such body.

Section 20 Power of Appellate Body

The appellate body shall have the authority to set aside, affirm, modify, increase or decrease the penalty imposed, or to reverse the determination and remit the matter for future action or rehearing by any lower hearing body as it may designate. In considering an appeal based upon technical errors or procedure, the hearing body may, if substantial justice can be done, give any party an opportunity to correct such errors. Objections to procedure and notice which have not been raised before hearing or at the earliest moment possible during hearing by any party shall be deemed to have been waived.

Section 21 Obligation to Exhaust Remedies

Every member or affiliate of the International Union feeling aggrieved by any action taken, or failure to act by the International Union, its Officers, or any affiliate of the International Union or the officers or members thereof, with respect to any matter, contract or right thereunder, or thing relating to or affecting the affairs of such International Union or affiliate, or with respect to the hearing of charges or appeals therefrom, shall be required to exhaust all remedies of appeal, protest, grievance procedure, or arbitration permitted such member or affiliate under the terms of this Constitution, the Local Union's by-laws or contract, before resorting to any court or other tribunal.

Section 22 Failure to Exhaust Remedies

Any member who brings a legal action against a Local Union or the International Union or the officers or members thereof as such, or who participates in such an action in a representative capacity, without first exhausting all remedies provided by this Constitution shall be deemed to have waived all remedies available under this

Constitution and shall be subject to charges for violation of this Constitution and, if found guilty, shall be subject to such penalty as may be imposed; provided, however, that nothing in this Article shall be interpreted in such a manner as to conflict with applicable Federal or Provincial law.

Section 23 Inapplicability to NLRB Charges

This article shall not apply to the filing of National Labor Relations Board unfair labor practice charges.

ARTICLE 17 DUES, PER CAPITA AND FEES

Section 1 Dues

- (a) The rates of dues charged by local unions to their members shall be increased by the following amounts on the dates shown and otherwise shall not be increased and special or general assessments by affiliates shall not be levied except (i) by majority vote by secret ballot of the members in good standing voting at a general or special membership meeting, after reasonable notice of the intention to vote upon such question, or (ii) by majority vote of the members in good standing voting in a membership referendum conducted by secret ballot.

January 1, 2017	\$0.75
January 1, 2018	\$0.25
January 1, 2019	\$1.00

provided that the President may authorize an affiliate to increase dues by a smaller amount than shown above.

- (b) A joint board may fix higher dues (i) by majority vote of the delegates voting at its regular meeting, or at a special joint board meeting held upon not less than thirty days' written notice to the principal office of each affiliated local union, or (ii) by majority vote of the joint board's members in good standing voting in a membership referendum conducted by secret ballot, or (iii) by majority vote of the members of its executive board, pursuant to express authority contained in its constitution or bylaws: Provided, That the executive board's action shall be effective only until the joint board's next regular meeting.

Section 2 Initiation Fees

- (a) The initiation fee for membership in UNITE HERE shall be the sum that shall have been fixed as of July 12, 2004 by each affiliate, provided, however, that such amount may be changed in accordance with the procedures set forth in Section 1(a) or (b). Each affiliate shall pay to the International Union the sum of one (\$1.00) dollar for each new member, whether or not the affiliate determines to collect an initiation fee from the member.
- (b) Affiliates shall be responsible for paying the per capita tax to the International Union for new members from the first month of membership whether or not they charge an initiation fee.
- (c) The President shall have the power to waive the payment of initiation fees by newly formed affiliates, for newly-organized shops, or where special circumstances so require, under standards uniformly applied.

Section 3 Per Capita Payments

- (a) Per capita tax is \$16.65 per month (\$16.55 for former UNITE affiliates) and \$4.17 per week. Effective January 1, 2015, per capita tax is \$17.15 per month (\$17.05 for former UNITE affiliates) and \$4.29 per week. Effective January 1, 2017, per capita tax is \$17.90 (\$17.80 for former UNITE affiliates) and \$4.48 per week. Effective January 1, 2018, per capita tax is \$18.15 (\$18.05 for former UNITE affiliates) and \$4.54 per week. Effective January 1, 2019, per capita tax is \$19.15 per month (\$19.05 for former UNITE affiliates) and \$4.79 per week. Upon the recommendation of the Secretary-Treasurer, the GEB may reduce the per capita tax.
- (b) Per capita taxes are payable by the last day of the month following the month for which they are applicable. The per capita tax shall have the status of a standing appropriation by an affiliate, and shall have preference over all other obligations of any kind. An order for the same shall be signed by the affiliate officers without requiring a vote of the affiliate. The per capita tax shall be paid if any amount is received by the affiliate as dues or in lieu of dues, notwithstanding that the person on whose behalf said amounts are received are not members of the Union.

Section 4 Strike Fund

A portion of the monthly per capita tax from each affiliate shall be allocated by the International Union to the UNITE HERE Strike and Defense Fund. The portion to be

allocated from each per capita payment shall be \$0.75 (seventy-five cents) from each monthly per capita payment and \$0.19 (nineteen cents) from each weekly per capita payment.

Section 5 Political/Legislative Fund

A portion of the monthly per capita tax from each affiliate shall be allocated by the International Union to a special segregated political/legislative fund established in accordance with applicable Internal Revenue Service codes and regulations. Expenditures from this fund shall be for lobbying and other political purposes, including contributions to candidates for non Federal offices where such contributions are not prohibited by law. This provision shall not apply to per capita taxes received from affiliates chartered in Canada. The portion to be allocated shall be \$0.75 (seventy-five cents) from each monthly per capita payment and \$0.19 (nineteen cents) from each weekly per capital payment. Upon the recommendation of the Secretary-Treasurer, the GEB may temporarily suspend this allocation if the finances of UNITE HERE require such temporary diversion.

Section 6 Legal Defense Fund

A portion of the monthly per capita tax from each affiliate shall be allocated by the International Union to the UNITE HERE Legal Defense Fund. The portion to be allocated shall be \$1.50 (one dollar and fifty cents) from each monthly per capita payment and \$0.38 (thirty-eight cents) from each weekly per capital payment. This fund shall be used as directed by the President to support the union's work to retain its organizational integrity, protect its jurisdiction and recover its property. The allocation may be reduced or discontinued by the GEB upon the recommendation of the Secretary-Treasurer.

Section 7 Reinstatement Fees

Members suspended for non payment of dues may be reinstated to the Local in which they seek full membership by the payment of an amount equal to the initiation fee of the Local in which they seek membership. Each affiliate shall pay to the International Union a reinstatement fee of \$19.00 for each reinstated member. Said fees shall have the same status as the per capita tax for the current month. The President shall have the authority to waive such payments under standards uniformly applied.

Section 8 Temporary or Seasonal Service Fees

- (a) Individuals engaged in temporary or seasonal work whose length of employment and possibility of recurring employment in the jurisdiction of an Affiliate Union is of such duration that, in the opinion of the President, immediate collection of the

entire initiation fee would not be justified, shall pay a temporary, seasonal or permit service fee. This includes, among others, individuals who are required by an affiliate union to pay a fee per event worked, as in the case of sports venues that employ stand workers represented by the Union. The fee may be a certain dollar amount or a percentage of earnings. Individuals paying an amount equal to regular dues for such period of employment shall be advised that they are eligible for membership under the same terms and conditions of any other individual eligible for membership in the Union working in a Union represented establishment if they choose to become members. An affiliate may adopt a dues structure for these employees where fees are all or part of the dues required for membership.

- (b) If an individual who pays temporary, seasonal or permit fees continues working under the jurisdiction of the affiliate union after the end of the temporary or seasonal employment, they must perfect their membership in the affiliate union by paying the required initiation fee. The current month's temporary service fee shall be applied to the initiation fee.
- (c) Affiliate Unions collecting temporary, seasonal or permit fees, including affiliates treating fees as all or part of dues, shall pay the International Union a monthly fee equivalent to the per capita tax based on the total amount of such fees and other amounts such as base dues collected each month divided by the average dues rate in the affiliate union to arrive at an equivalent number of regular dues units.
- (d) The use of temporary, seasonal service or permit fee workers shall require the prior approval of the President.

Section 9 Agency Service Fees

- (a) Non members employed in bargaining unit positions may be required to pay an agency fee subject to applicable law and the collective bargaining agreement.
- (b) The Affiliate Union shall pay the International Union a monthly fee equivalent to the per capita tax for each agency service fee collected by the affiliate union.

Section 10 Arrearage in Payments

- (a) Any member being two calendar months in arrears for the payment of any dues shall be considered automatically suspended. The provisions of Article 16 shall not apply to such suspension.

- (b) Whenever a member is indebted to an affiliate or the International Union, such debt shall be collectible wherever such member holds membership. Upon failure to pay the amount due, the affiliate to which the debtor member belongs, on demand of the creditor, shall suspend the said member.
- (c) Any affiliate union being one calendar month in arrears for the payment of per capita tax shall automatically be considered not in good standing.

ARTICLE 18 FINANCES – AFFILIATE FINANCIAL PRACTICES

Section 1 Deposit of Affiliate Funds

All monies that are the property of an affiliate union shall be deposited in a bank designated by the affiliate, in the affiliate's name subject to withdrawal only upon the signatures, actual or facsimile, of two (2) designated officers authorized by the affiliate union. It shall be the duty of the affiliate Secretary Treasurer to make prompt deposits of all affiliate monies, except for a petty cash fund in an amount to be determined by the Executive Board of each affiliate union.

Section 2 Records

Records of the payments by members of dues, initiation fees, and/or other payments shall be maintained by each affiliate. The form of such records shall be approved by the Secretary Treasurer.

Section 3 Financial Reports

- (a) The Secretary Treasurer shall supply to the secretary of each affiliate forms to be completed, signed and forwarded to the Secretary Treasurer or his/her designees not later than the tenth (10th) day of each month. Such forms shall show a balance sheet and the income of the affiliate from dues, initiation fees and other payments.
- (b) Affiliate unions shall make available to the International Union copies of all financial reports filed with the U.S. Department of Labor or Canadian Federal government.

ARTICLE 19 AFFILIATE – INTERNATIONAL UNION FINANCIAL TRANSACTIONS

Section 1 Payments by Affiliates

All moneys paid by an affiliate to UNITE HERE shall be paid by check or by electronic transfer.

Section 2 Prompt Payment – Extensions of Time

Each affiliate shall promptly pay its per capita tax, initiation fees and other payments due UNITE HERE within thirty (30) days after they become due. Such payment shall include a statement explaining the basis of the payment and the number of members covered in each category for each local. If an affiliate is unable to make prompt payment, or when deemed necessary for the promotion of collective bargaining or warranted by other special circumstances, the Executive Committee may, upon application, grant a waiver, a reduction, or an extension of time, under standards uniformly applied.

Section 3 General Fund

Except as provided in Article 17, Section 4 and in Section 5 or where otherwise determined by the Executive Committee under Article 3 all funds received by the International Union from any source whatsoever shall be placed in the General Fund and all expenditures by the International Union for any purpose shall be from the General Fund. All funds shall be used for all purposes that such funds have been used in the past, including but not limited to organization of new members, negotiation and enforcement of collective bargaining agreements, administration of the Union, political (except as prohibited by law), legislative and educational purposes deemed to be in the best interests of this organization, public relations and charitable purposes, affiliation with or support of other labor organizations and other groups, and fulfillment of any other functions of a labor union.

ARTICLE 20 AUDITS – AFFILIATES AND INTERNATIONAL UNION

Section 1 Certified Public Accountant’s Audit

A Certified Public Accountant external to the International Union, selected by the Secretary-Treasurer with the approval of the Executive Committee, shall make an annual audit of the International's financial records. The final audit report shall be presented to the Executive Committee, which shall satisfy itself as to the accuracy and completeness of the report. Such report shall be sent to each affiliate and International Officer. The books of the International Union shall be closed December 31st of each year.

Section 2 Audits of Subordinate Bodies

The Secretary-Treasurer or his or her designees shall administer a program to audit the accounts of affiliates on an appropriate periodic basis not less than every three (3) years, using either International Union staff auditors or an audit firm. The Secretary Treasurer may, subject to the approval of the Executive Committee, also order an audit

of an affiliate at any time. The audit shall include all financial records, membership records and per capita computations, and any other records deemed necessary by the auditors including records of trust funds of any kind. If performed by an audit firm, a copy of such audit must be filed with the International Officers and Executive Committee within sixty (60) days after the expiration of the audit period. Affiliates which perform audits using an accredited firm on an annual or more frequent basis shall be exempt from the periodic audits provided for in this Section provided it provides the results of such audits. The Secretary Treasurer, subject to the approval of the Executive Committee, shall promulgate guidelines to be followed by such accredited firms.

Section 3 Affiliates to Furnish Documents

In connection with the preceding Section, upon request therefore by the Secretary-Treasurer, with the approval of the Executive Committee, the officers of an affiliate shall produce or cause to be produced forthwith at a place designated by such affiliate officer, all the books and records of such affiliate or subject to the control of such affiliate, before the Executive Committee or such other person as may be designated, for examination and audit. As used herein, the words "books and records" shall include, without limitation, all the books and records of all welfare, social insurance, vacation, holiday, retirement funds, real estate and real property trusts, corporations or holdings, and all other funds of any other nature whatsoever in which such affiliate or the general membership thereof have a right of administration or beneficial interest, and the books and records of all subsidiary organizations in which such affiliate or the officers or the membership thereof have an interest.

ARTICLE 21

PROPERTY

Section 1 Charter

The charter granted to an affiliate shall be and remain the property of UNITE HERE to be used by the affiliate only so long as it complies with this Constitution and the policies, rules and directives of UNITE HERE as provided in Article 7, Section 5.

Section 2 Property Held by Affiliates

- (a) All initiation fees, dues, other payments due or owed by members, and all other funds and property and all books and records in the possession of or subject to the control of any affiliate shall be and remain the property of UNITE HERE, but shall be retained by the affiliate with full power to use them for its proper purposes so long as such affiliate holds a valid charter issued by UNITE HERE, or until an affiliate receives notice that an employer employing all of the affiliate's

members will permanently close its operations and terminate all of the affiliate's members.

- (b) The funds and property in the possession of an affiliate shall be exclusively devoted to the fulfillment of the organizational purposes set forth in this Constitution and shall not be liquidated or disposed of, in whole or in part, by dividing it up among the members, directly or indirectly, or by expending or diverting it in any other manner in violation of this Constitution. The International Union's President shall take all necessary steps to protect the Union's property. This provision does not apply to expenditures in pursuit of legitimate union objectives.
- (c) When the charter of an affiliate is revoked or becomes invalid, or when an affiliate receives notice from an employer that the employer will permanently close its operations and terminate all of the affiliate's members, then the charter, funds, books, records and other property held by or for such affiliate shall immediately be delivered to and all rights thereto transferred to UNITE HERE. It shall administer all such property in the best interests of all the members of UNITE HERE. Such delivery and transfer shall be made immediately to the Secretary-Treasurer by the bonded officer or person with custody or control of such property.

Section 3 Bond and Custody of Property

- (a) Union officers and employees having custody or control of the funds or property of an affiliate or of the International Union shall be bonded for the faithful discharge of their duties with a highly-rated bonding company selected by the Secretary-Treasurer. All such individuals shall be bonded for at least the minimum amount required by Federal law.
- (b) The bond premiums on affiliate union officers and employees shall be paid by the affiliate union in a manner determined by the Secretary-Treasurer.
- (c) Each officer, executive board member, business agent, representative and employee of UNITE HERE and its affiliates shall deliver to his or her successor or to the Executive Committee upon demand all funds and property in his or her possession or control received from his or her predecessor, from employers as contributions to specific purpose funds, from members or applicants for membership or workplace employees, from any affiliate or from any source for union purposes, for funds, for members, and all accretions thereon. He or she shall not be released from his or her bond until fully accounting for and delivering such funds, property and accretions.

Section 4 Real Property

- (a) Where applicable law permits, real property may be acquired and held in the name of UNITE HERE or its affiliates, as the case may be.
- (b) Alternatively, UNITE HERE or its affiliates that hold or acquire real property may hold such property as follows:
 - (i) It may form a stock corporation to hold such property and all of its stock shall be issued in the name of UNITE HERE or an affiliate thereof, except for such qualifying stock as required by law to be issued to the individual directors of such corporation. All such stock, whether issued to UNITE HERE, its affiliates or individual directors, shall be endorsed by the holders in blank and held in trust for the members of UNITE HERE, and/or the affiliates under the provisions of this Constitution. The board of directors of such corporation shall be appointed by the Executive Committee or the executive board or board of directors of the affiliate, as the case may be. If one of the directors loses his or her union office, position or employment as the result of an election or otherwise, retires, dies, or is otherwise disqualified from acting as director, the stock issued in that director's name shall be transferred to his or her successor and be endorsed and held by the latter as provided herein; or
 - (ii) It may organize a non-profit membership corporation as long as effective control is vested in the Executive Committee of UNITE HERE, or in its affiliates, as the case may be.

Section 5 Real Estate Ownership, Sale, Encumbrance, or Lease

Whenever an affiliate, a trust fund, corporation or other entity created directly or indirectly from funds derived from the affiliate or its members enters into a plan for the ownership, sale, encumbrance, or long term lease of real estate or uses any of its own or its members' funds for such purposes, the entire plan, including any trust agreements, articles of incorporation, corporate by-laws, contracts and leases, shall be performed only after thirty (30) days notice to the President, in accordance with sound business practices and fiduciary standards established by this Constitution, and subject to the approval of the affiliate's general executive board before becoming effective.

Section 6 Investments

The Secretary Treasurer, with the approval of the Executive Committee, shall have the power for UNITE HERE and the executive board of an affiliate shall, in accordance

with its By-laws, have power for such organization to invest the funds held by it in such securities and investments as it may deem advisable and which are investments of the type specifically approved by the applicable General Executive Board and permitted by law and to purchase or sell, for cash or on credit, convert, redeem, exchange for other securities or other properties, or otherwise dispose of, any securities or other property at any time held by it. It shall have power to designate agents with full or limited written authority to execute and deliver assignments, transfers or other written instruments and to exercise any right appurtenant to securities or other property held by it at any time. It shall have power to borrow money for its proper purposes and to pledge or hypothecate these securities or investments held by it as security for the payment of such loans. UNITE HERE may guarantee the payment of any obligation or debt of any affiliate.

Section 7 Prohibited Uses

The withdrawal, transfer or use of funds or property in a manner not provided for herein is a violation of this Constitution.

ARTICLE 22 STRIKES AND STRIKE BENEFITS

Section 1 Notice and Approval of Strikes

- (a) The method by which a strike vote is taken shall be determined by the by-laws of each affiliate. It shall require a majority vote of those voting in order to sanction a strike, unless an affiliate's by-laws require a higher percentage.
- (b) The chief executive officer of any joint board or directly affiliated local shall promptly inform the President of the strike.

Section 2 Strike and Defense Fund and Financial Assistance

The President shall recommend to the Executive Committee payments from the Strike and Defense Fund for the purposes of organization, defense, strikes and providing out-of-work relief to needy participants in a strike or who are unemployed because of a lockout and other legitimate purposes pursuant to criteria for eligibility and amounts of benefits established by the Executive Committee, or in the absence of such criteria, in the President's discretion. Unless a member of the Executive Committee questions or objects to the President's recommendation with five (5) days of notification, the President may make the recommended payments. If any member of the Executive Committee so questions or objects, the President shall not make the recommended payments and may convene a meeting of the Executive Committee to vote on the recommendation.

ARTICLE 23 RIGHTS AND AUTONOMY OF LOCAL UNIONS AND JOINT BOARDS

Section 1

UNITE HERE pledges to respect local autonomy and to refrain from interfering with the affiliate's representation of its members and organization of new members. The following Guarantee of Local Autonomy is intended to further these principles.

Section 2

Affiliates shall have the exclusive right to negotiate, enter into and enforce collective bargaining agreements on behalf of their members. UNITE HERE shall not enter into any contract or agreement that would affect the rights or obligations of any affiliate, its officers or its members, without express written approval from the affiliate, including, but not limited to, any collective bargaining agreement, organizing agreement, or other agreement which limits or restricts the right to organize, strike, or engage in economic or other action against any employer. This section does not apply to national agreements in effect on July 1, 2009.

Section 3

Affiliates shall have the exclusive right to conduct officer elections, except that UNITE HERE may conduct officer elections where the affiliate has failed to do so within the time required by law. UNITE HERE shall not involve itself or interfere in any affiliate election unless so requested by the affiliate.

Section 4

Affiliates which are current in their per capita payments to the International Union may merge with other locals or affiliate with Joint Boards, and to determine the terms under which such mergers or affiliations take place. UNITE HERE shall not force or compel any such affiliate to merge or affiliate or to de-merge or disaffiliate, or to refrain from doing so. Any merger or affiliation must be approved by the elected governing bodies of each respective affiliate, as well as by a majority vote of those members in good standing of each affiliate voting in separate, secret ballot elections after adequate notice of not less than fifteen (15) days.

Section 5

UNITE HERE shall not reduce or alter the jurisdiction of an affiliate without the consent of the affiliate.

Section 6

Subject to Article 21, all income, funds and property of an affiliate belong to that affiliate absent charter revocation pursuant to Article 7, Section 5, to be used and invested as the affiliate sees fit in accordance with their fiduciary duties to the membership of that affiliate.

Section 7

In any instance in which approval of UNITE HERE is required, such approval shall not be unreasonably denied or delayed. In any instance when an affiliate is subject to an order of UNITE HERE, such order must be reasonable, and consistent with this Constitution and the by-laws of the affiliate. All such orders shall be in writing, and addressed to the affiliate, not to individual officers of the affiliate, and the affiliate and any of its officers shall have the right to publish the order to its membership, and to openly express any disagreement with and/or criticism of the order.

Section 8

In addition to other information required to be provided to affiliates pursuant to this Constitution:

- (a) Within sixty (60) days after the end of each fiscal year, the Secretary-Treasurer, shall make available to any affiliate which requests it a list of direct payments, grants or reimbursements to all affiliates.
- (b) Every International Officer shall be notified when UNITE HERE orders the trusteeship, supervision, or charter revocation of any affiliate and of the reasons for the order.
- (c) Executive Committee members shall have the right to inform any affiliate of any decisions or discussions which occur at Executive Committee meetings.
- (d) Every International Officer shall be notified when any officer of an affiliate is found guilty by a trial board of UNITE HERE. Upon request, any affiliate shall be entitled to the documentary record of such proceedings.
- (e) Every affiliate shall have the right to inform its membership of any communications between itself and UNITE HERE.
- (f) Every International Officer shall be sent any decisions by the Public Review Board, unless otherwise directed by the Public Review Board.

- (g) All of the information and documents referred to in this Article may be provided to affiliates and International Officers via a website accessible to them.

ARTICLE 24

BILL OF RIGHTS

Section 1

It is a fundamental purpose of this Constitution to protect the robust and vibrant exercise of democratic rights, and to foster participation, by the members of UNITE HERE.

Section 2 Freedom of Speech and Assembly

No officer, affiliate or member may be discriminated or retaliated against, or in any way disadvantaged, by UNITE HERE as a result of:

- (a) opposition to or criticism of the decisions, actions or policies of UNITE HERE or any of its international officers;
- (b) candidacy for international or affiliate office;
- (c) membership in or affiliation with any dissident or reform party or group;
- (d) his or her vote as an affiliate or international officer;
- (e) exercise of any right guaranteed in Article 23.

This Section 2 shall not apply to appointed staff.

Section 3 Due Process

In any action or proceeding which could result discipline against an officer or adverse affect on an affiliate, including, but not limited to, hearings on charges pursuant to Article 16 which are filed by, with or to be heard by UNITE HERE, trusteeship hearings pursuant to Article 4; and charter revocation hearings pursuant to Article 7, the accused officer or affiliate shall be entitled to procedural protections, including:

- (a) Written notice of specific charges, detailing the date(s) of the offense, the specific actions or inactions alleged, and the specific provisions of the constitution alleged to have been violated;
- (b) Sufficient opportunity to prepare a defense;
- (c) Opportunity to confront and cross examine accusers;

- (d) The right to obtain from UNITE HERE and any accuser production of relevant documents and witnesses;
- (e) The right to retain an attorney as representative; and
- (f) The right to a hearing before an impartial and independent arbitrator selected pursuant to Article 16, Section 7.

ARTICLE 25 ETHICAL PRACTICES CODE (AMENDED)

Section 1 Preamble

The purposes of this Code are to ensure high standards of executive and administrative practices in the International Union and its affiliates, maintain the soundest standard of financial practices, maintain adequate safeguards for the prevention of corruption, discrimination, and anti-democratic procedures, and provide for a well-run institution capable of advancing the International Union's goals of improving the economic, social, and political interests of its members. For purposes of this Code, the terms "affiliate" and "affiliates" refer to any council, joint board, local union, or other subordinate body of the UNITE HERE, but shall not include the Amalgamated Bank or any insurance company or other financial institution which is operated independently of the UNITE HERE and is subject to state or federal governmental regulation and supervision (other than regulation pursuant to the Labor Management Reporting and Disclosure Act of 1959 (LMRDA). However, this Ethical Practices Code applies to, and the PRB has jurisdiction over, actions by union officers or employees acting in their representative capacities as directors of the Bank, insurance company or other financial institution.

Section 2 Financial Practices

- (a) All officers and employees of the International Union and its affiliates have a fiduciary duty to safeguard the funds of the Union and to use them only for proper and prudent purposes. The members are entitled to full disclosure concerning the use and investment of all Union funds.
- (b) The International Union and its affiliates shall conduct their financial transactions in accordance with sound business practices, including full approval of all expenditures in accordance with the applicable constitutions or by-laws, and the securing of competitive bids for major contracts.
- (c) All expenditures by officers and staff of the International Union and its affiliates for which reimbursement is sought shall be for a proper purpose and shall be

properly documented and approved in accordance with the applicable constitution and by-laws, United States and Canadian labor laws, and sound accounting principles.

- (d) Neither the International Union nor its affiliates shall make loans for any purpose to its officers, representatives, employees or members, or to members of their families, except for short-term advances of actual, documented expenses where necessary.

Section 3 Health, Welfare and Retirement Funds

- (a) No official, representative or employee of the International Union or an affiliate shall receive fees or salaries of any kind from a fund established for the provision of health, welfare or retirement benefits, except for reasonable reimbursement of expenses.
- (b) No official, employee or other person acting as an agent or representative of the International Union or an affiliate, who exercises responsibilities or influence in the administration of health, welfare and retirement programs or the placement of insurance contracts, shall have any substantial individual or family interest in, nor any compromising personal ties, direct or indirect, with outside agencies such as insurance carriers, brokers or consultants doing business or seeking to do business with the health, welfare and retirement plans. This prohibition does not preclude the employment of a spouse or relative of an official, employee or other agent or representative of the International Union or an affiliate, by an outside agency described herein so long as such employment is disclosed to and is approved by the President of the International Union, or the executive officer of the affiliate responsible for financial matters, depending on the entity with which the outside agency does business.
- (c) Nothing in this section is intended to prohibit the receipt of directors' fees or expenses, where otherwise legal, received by officers or employees of the International Union and its affiliates, from entities other than health, welfare, or pension plans where such payments do not constitute a conflict of interest or create the appearance of a conflict of interest with such officer or employee's position with the International Union or any subordinate body.

Section 4 Prohibited Conduct

- (a) No officer or employee of the International Union or its affiliates shall have any substantial direct financial interest in any firm with which the International Union or its affiliates has a collective bargaining relationship, nor shall any officer or

employee accept direct personal profit or special advantage from such a firm. This prohibition does not prohibit officers and employees from participating in collectively bargained benefits such as company 401(k) programs or direct stock purchase programs, or to prohibit the ownership of mutual funds containing such stock.

- (b) No officer or employee of the International Union or its affiliates shall have any substantial direct financial interest in any firm with which the International Union or its affiliates does business or seeks to do business, nor shall any officer or employee accept direct personal profit or special advantage from such a firm.
 - (i) This prohibition does not prohibit transactions between the International Union or one of its affiliates and a firm in which a family member of an officer or employee has a financial interest so long as: 1) the transaction is disclosed to, and approved by, the appropriate Union governing body; 2) the officer or employee does not participate in the approval of the transaction; 3) the transaction is conducted at or below market price; 4) any required government filings regarding potential conflicts of interest are made and kept current; and 5) the transaction is approved by the Presidents of the International Union, or the executive officer of the affiliate responsible for financial matters, as applicable.
 - (ii) This prohibition does not prohibit officers and employees from participating in collectively bargained benefits such as company 401(k) programs or direct stock purchase programs, or prohibit the ownership of mutual funds containing such stock.
- (c) No officer or employee of the International Union or its affiliates shall convert or divert any funds or property of the Union to such individual's personal use except for incidental personal use of cars, computers and telephones in accordance with published policies of the International Union.
- (d) No officer or employee of the International Union or its affiliates shall accept any thing of value from any employer with which the Union bargains or whose employees the Union seeks or might seek to represent, subject to the exceptions listed in section 302(c) of the Labor Management Relations Act of 1947, 29 U.S.C. § 186(c), or accept expensive gifts, payments, lavish entertainment, or any other compensation (other than regular pay and benefits for work performed in the case of local officers and employees) from any employer with which the Union does business.

- (e) No individual holding a full-time paid elective or appointive position with the International Union or an affiliate shall receive any additional salary from any other subordinate body or the International Union for the work such individual performs on behalf of the International Union and its affiliates, without the express written approval of the Presidents.
- (f) No individual holding a full-time paid elective or appointive position with the International Union or an affiliate shall receive any additional wages, salary or expenses, or shall accept any gift or payment, from any source which would constitute a conflict of interest, or which would create the appearance of a conflict of interest, with his or her position with the Union.
- (g) Nothing in this section is intended to prohibit the receipt of directors' fees or expenses, where otherwise legal, received by officers or employees of the International Union and its affiliates, from entities other than health, welfare, or pension plans where such payments do not constitute a conflict of interest or create the appearance of a conflict of interest with such officer or employee's position with the International Union or its subordinate body.
- (h) No current and future officers, agents, employees, representatives, and persons holding positions of trust in the International Union and its affiliates as well as all current and future members of the International Union and its affiliates shall:
 - (i) commit any crime listed in 18 U.S.C. § 1961 (1) or in the Labor-Management Reporting and Disclosure Act of 1959;
 - (ii) knowingly associate with any member or associate of any criminal group or with any barred person;
 - (iii) knowingly permit any member or associate of any criminal group or any barred person to exercise any control or influence, directly or indirectly, in any way or degree, in the conduct of the affairs of the International Union or its affiliates; and
 - (iv) obstruct or otherwise interfere directly or indirectly, with the efforts of anyone effectuating or attempting to effectuate the terms of this Code, or of the Consent Decree or any permanent order of the court in *United States v. HEREIU, et al.*, U.S.D.C., D.N.J., Civil Action No. 95-4596 (GEB), or in attempting to prevent any criminal groups or barred person from exercising influence on the conduct of the affairs of the International Union and its affiliates.

- (i) As used in the Ethical Practices Code, the term "knowingly associate" shall mean that; (i) the party knows or should know that the person with whom he or she is associating is a member or associate of any criminal group or is a barred person; and (ii) the association is more than fleeting.
- (j) As used in the Ethical Practices Code, a "barred person" is: (i) any member or associate of any organized crime family or other criminal group, or (ii) any person prohibited from participating in union affairs pursuant to or by operation of the Public Review Board, the Consent Decree in United States v. HEREIU, et al., U.S.D.C., D.N.J., Civil Action No. 95-4596 (GEB) or other court order or statute.

ARTICLE 26 PUBLIC REVIEW BOARD

Section 1 Creation

The International Union does hereby create a Public Review Board to review complaints and conduct hearings whenever necessary in accordance with its jurisdiction set out herein.

Section 2 Composition

The Public Review Board ("PRB") shall be composed of three individuals of national prominence. The chairperson shall be a person with extensive federal prosecutorial experience; the second Board member shall be an individual of national religious affiliation and/or national business prominence; the third Board member shall be the former court-appointed monitor, of the Hotel Employees and Restaurant Employees International Union as ordered in United States v. HEREIU, et al., U.S.D.C., D.N.J., Civil Action No. 95-4596 (GEB). Vacancies on the PRB shall be filled by the remaining board members who will consider recommendations from the President of UNITE HERE and its GEB. The three seats of the Public Review Board created herein shall initially be filled by the three original members of the HEREIU Public Review Board.

Section 3 Jurisdiction

The Public Review Board shall have jurisdiction to make final and binding decisions with regard to alleged violations of the Ethical Practices Code. However, the jurisdiction of the Public Review Board does not extend to

- (a) the resolution of protests concerning internal officer elections conducted by UNITE HERE or its affiliates which do not expressly allege violations of the Ethical Practices Code;

- (b) local union or subordinate body matters, including the resolution of internal union disciplinary charges which do not expressly allege violations of the Ethical Practices Code;
- (c) matters under the regulatory jurisdiction of a state or federal governmental agency other than the United States Department of Labor, including any matters having to do with the Amalgamated Bank or any insurance company or other financial institution which is operated independently of the UNITE HERE and is subject to state or federal governmental regulation and supervision; and
- (d) matters involving the administration of any former UNITE affiliate until July 1, 2006, unless before that date the affiliate merges with a former HERE affiliate, but the PRB's jurisdiction in such case shall not apply to any pre-merger activity or conduct of the former UNITE affiliate.
- (e) matters involving the administration of an employee benefit plan unless violations of the Ethical Practices Code are expressly alleged by the complainant to be the method or means by which the improper administration occurred.
- (f) The PRB shall have the right and power to remove, suspend, expel, fine or forfeit the benefits (with the exception of vested employee retirement benefits subject to Title I of the Employee Retirement Income Security Act 29 U.S.C. § 1001, et seq.) of any officer, representative, agent, employee or person holding a position of trust in the International Union and its affiliates.
- (g) The PRB shall have the right and power to impose its discipline up to and including expulsion from Union membership when a member of the International Union or its affiliates is found to have violated the Ethical Practices Code of the International Union, in regard to a matter within the jurisdiction of the PRB.

Section 4 Initiation of Matters Before the Public Review Board

The PRB may act on any matter it concludes that it is necessary to act upon in order to fulfill the objectives of the International Union Ethical Practices Code and the objectives of the PRB. The PRB may also act on matters referred to it by the General Officers or Executive Committee. Unless otherwise directed by the Public Review Board, all General Officers and Executive Committee shall be copied on all correspondence between any General Officer or Executive Committee and the Public Review Board.

Section 5 Rules

The PRB shall have the power to promulgate its own rules of practice and procedure and amend them from time to time as it deems necessary, provided that in the event of tie votes among its members, the chair's vote shall be decisive.

Section 6 Reports

The PRB shall submit annual reports to the membership of the International Union which will be presented annually in the International Union magazine distributed to all members.

Section 7 Budget

The International Union Executive Committee is required to fund a budget to cover necessary expenses, including office, staff, travel, and operating expenses. The budget shall include reasonable compensation to members of the PRB.

Section 8 Indemnification

The International Union shall indemnify the PRB, its members, and all persons acting pursuant to and within the scope of the authority of the PRB from any personal liability and cost, including without limitation attorneys' fees that any such persons might incur to defend themselves against any claim of such liability based on or arising from any actions that any such person takes pursuant to or within the scope of the authority of the PRB.

Section 9 Applicability

These provisions relating to the Public Review Board shall be immediately applicable to the International Union, its officers and employees. These provisions shall apply to matters relating to former affiliates and Joint Boards of UNITE on July 1, 2006, unless before then the affiliate merges with a former HERE affiliate, and shall not apply to any pre-merger activity or conduct of the UNITE affiliate.

ARTICLE 27 UNITE HERE CANADIAN CONFERENCE

Section 1 Self-Government for Canadian Unions/Locals

Members of Canadian unions/locals shall exercise their rights as citizens of their sovereign nation, and shall participate in the affairs of the International Union in conformity with this fundamental right, as follows:

- (i) Election of Canadian officers by Canadians.
- (ii) Formulation and approval of Canadian policies by elected Canadian officers and/or members.
- (iii) Elected Canadian representatives have full authority to speak for and represent the International Union in Canada.
- (iv) The International Union will take whatever action is necessary to ensure that its Canadian membership will not, either through Constitutional requirements or policy decisions, be prevented from participating in any social, cultural, economic or political aspects of the International Union.

Section 2 Canadian Conference, Delegates, and Bylaws

To accomplish the goals set out in Section 1 (Self-Government for Canadian Unions/Locals) the Canadian delegates to the International Convention shall meet prior to the Convention to elect a Canadian Director.

If the International Union adopts a system of electing Vice-President(s) for District(s), then any such District(s) in Canada shall elect their own Vice-President(s) at the time of the election of Canadian Director.

If it is determined by the Canadian leadership of the International Union that a Canadian Conference and Canadian Bylaws would assist in organizing unorganized workers, and/or would assist in developing economic, educational, or political programs of benefit to Canadians, a Canadian Conference may be established, and Bylaws may be adopted, by Canadian delegates. All of the above shall be subject to the approval of the General Executive Board prior to the next International Convention.

Such Canadian Bylaws, if approved by the General Executive Board, may differ from those set out in the International Constitution particularly when the latter are mandated by American law.

Delegates to the Canadian Conference shall be elected by the same voting system which applies to the election of delegates to the International Convention under the International Constitution and shall be elected for the same term(s) of office.

In the event of a Canadian Conference, a majority of delegates attending the Conference shall be a quorum for the transaction of business. The Conference, subject to General Executive Board approval, shall have authority to promulgate rules governing the practice of Canadian affiliates where any provision of this Constitution may be in conflict with applicable Canadian or Provincial law.

Section 3 Canadian Director

The Canadian Director shall chair the Canadian Conference, in the event of one, and shall preside over Canadian meetings and shall discharge any other duties and powers as required by that position. The Canadian Director shall establish such committees as are deemed necessary to carry out the purpose and business of the Conference, in the event of one, and shall appoint its members. Such committees shall report to the Conference under the direction of the Canadian Director.

A vacancy in the position of Canadian Director shall be filled by the President for the remainder of the term or until such time as the Canadian Conference fills such vacancy at a special meeting called for that purpose.

The Canadian Director shall be responsible for carrying out the goals of the International Union in Canada and also the goals of the Canadian membership of the union.

Section 4 Locals and Affiliates

All reference in this Constitution to locals and affiliates shall, in Canada, be deemed to refer to all locals and affiliates.

Section 5 Principle of Solidarity

All Canadian affiliates of UNITE HERE understand and support the principles of international union solidarity, particularly with affiliates and members in the United States who all share the same challenges and goals as their brother and sisters in Canada. International union solidarity benefits both the UNITE HERE members in Canada and the United States. Furthermore, the particular Canadian experience of members and leaders in Canada enriches the union as a whole, and that contribution shall be encouraged.

Section 6 Separability

If any provision of this Constitution or the application of such provision to any Canadian Officer, member, person or circumstance is found to be invalid, the remainder of this Constitution or its application to other Officers, members, persons or circumstances shall not be affected thereby.

ARTICLE 28

LIABILITY

Section 1 Liability of UNITE HERE and Officers

- (a) Except an International Officer of UNITE HERE, no person holding an elective or appointive position, organizer, employee, representative or agent of UNITE HERE or an affiliate and no affiliate shall make or be empowered to make any contract or incur any liability or act for UNITE HERE or any officer thereof, or represent, commit, or bind UNITE HERE or any officer thereof or receive legal process on its or his or her behalf binding upon UNITE HERE or any officer thereof, unless authorized in writing by the Executive Committee. UNITE HERE or any officer or agent thereof shall not be liable under any such contract or for any such acts of any such organization or any such person.
- (b) Neither UNITE HERE or any of its affiliates or any officer, executive board member or other person holding an elective or appointive office or position therein shall be responsible for the failure of any employer to comply with standards of sanitation, safety and health required by law or by a collective bargaining agreement.

ARTICLE 29

ELECTED OR APPOINTED PAID POSITIONS

Section 1 Future Employment

- (a) Each person who is elected or appointed to a full time paid, elective or appointive office or position in UNITE HERE or in any affiliate and each of their employees who deals with employers on terms or conditions of employment or in connection with the enforcement or observance of agreements is deemed to agree that if for any reason his or her term of office or position or tenure of employment is terminated:
 - (i) the person will not seek or accept, for a period of at least five (5) years from the date of such termination, any office or employment with an employer or an association or group of employers of UNITE HERE represented employees which requires the person to provide any services which would further their new employer's or principal's dealings with UNITE HERE or with any of its affiliates; and
 - (ii) UNITE HERE or the appropriate affiliate shall and may refuse to deal with him or her if he or she violates this undertaking, and may utilize any other available remedy to prevent any actual or threatened breach of such undertaking; and

- (iii) he or she consents to issuance of any injunction against any such actual or threatened breach.
- (b) This agreement by such person is automatically effectuated by the acceptance of such office or position or employment. It is a condition to the holding of such office or position and shall be a limitation on his or her tenure.

Section 2 Ineligibility for Employment with UNITE HERE

No person who would be disqualified from service as a convention delegate under Article 2, Section 8(b), shall hold an appointive office or position in UNITE HERE or in an affiliate.

ARTICLE 30 UNION LABELS

Section 1 Authority Over Labels

All labels, Union Cards, trade names, trademarks, or other insignia of this International shall remain under the authority and jurisdiction of the President; Local Unions and Joint Boards shall exercise only such authority in these matters as is delegated to them by the Presidents. The right to repossess such International labels, Union Cards, trade names, trademarks, and insignia shall remain with the President whenever it sees fit to exercise such right. The President may, from time to time, change the provisions, terms and conditions of agreement relating to the issuance of International labels, Union Cards, trade names, trademarks, and other insignia. All Local Unions and Joint Boards shall be subject to the orders of the President respecting the issuance or possession of International labels, Union Cards, trade names, trademarks, or other insignia.

Section 2 Use of Union Labels

Subject to the continuing approval of the President, licenses for the use of the label for the identification of products manufactured by employers in contractual relations with UNITE HERE or its affiliates may be granted to any such employer provided that such licenses shall be revocable by the President in their discretion at any time.

Section 3 Display of Union House Card

The Union House Card may be issued to any proprietor in the hospitality industry who desires to operate a union establishment provided the proprietor signs the International Union House Card contract. The Union House Card may be displayed in establishments where members at large are employed. No Union House Card shall be

displayed in any establishment unless workers employed therein coming under the jurisdiction of the International Union are members of the International Union. The Union House Card may not be removed from any establishment except by authority of the Local or Joint Board that issued the card, or the International Union.

Section 4 Labels May Not Be Sold

The Union Label and the Union House Card issued by this Organization shall remain the property of the International Union. No right of ownership may vest by reason of the payment of any fees, or the assumption of any obligation, in any person granted the right to use said card or label.

ARTICLE 31 AFFILIATIONS AND RELATIONSHIPS WITH OTHER ORGANIZATIONS

Section 1 AFL-CIO and Canadian Labour Congress

UNITE HERE may be affiliated with the American Federation of Labor-Congress of Industrial Organizations, Canadian Labour Congress, Change to Win, or similar organization as directed by the Executive Committee.

Section 2 Other Affiliations

The Executive Committee may on behalf of UNITE HERE enter into relations by way of affiliation or otherwise with other labor organizations operating in other countries or on an international scale, including those in all industries within its jurisdiction, and appoint delegates or other representatives to represent UNITE HERE at conventions, conferences or other delegate bodies of such organizations.

Section 3 Representatives

The President shall have the power to designate and appoint on behalf of UNITE HERE the persons to serve as members of any board, body or committee, governmental or otherwise, on which UNITE HERE is to be represented.

Section 4 Formal Partnerships

The Executive Committee shall have the power to enter into formal partnership with organizations consistent with the goals of UNITE HERE and any prospective partner.

Section 5 Service Agreements

Any affiliate, subject to Executive Committee approval, or the Executive Committee itself, may enter into agreements with other unions providing that UNITE

payment of per capita tax to the International Union. The Local shall submit with such report the following documents:

1. A certified copy of the death certificate.
2. A transcript of the deceased's ledger page showing membership standing, up to and including twenty four months preceding death, signed by the President and Secretary of the Local with seal affixed.

Section 6 No Obligation to Undertaker

Nothing in this Article shall be construed as an obligation on the part of the International to any undertaker who conducts funeral arrangements for a deceased member.

Section 7 Conditions for Payment to Beneficiary

Whenever any other organization, or any agency or subdivision of the Government is under obligation to the deceased to defray burial expenses in whole or in part, such organization, government agency or subdivision shall have no claim to the benefits provided for herein. In such case payment shall be made by the Local Union to the designated beneficiary of the deceased. In the event the deceased has prepaid burial expenses or the body of the deceased has been willed for scientific purposes, then the designated beneficiary may receive the benefits provided for herein. In the event such designated beneficiary cannot be found within a period of six months or when no beneficiary has been designated by the deceased, payment shall be made to the next of kin in accordance with the laws of descent in the state wherein the member resided at the time of death. Where no kin is found, the death burial benefit shall be returned to the General Fund.

Section 8 Discharge of Obligations of Local

Payment by the Local Union to a person approved by the President as the person who has actually defrayed the funeral expenses of the deceased, or who is the rightful beneficiary, shall constitute a discharge of all obligations for payment of benefits under this Article. No person shall have any claim for benefits under this Article when the deceased member has been buried by the Local Union.

Section 9 Members Transferring to Other Locals

- (a) Members may retain their interest in the death burial benefits from their parent Local while temporarily employed within the jurisdiction of another Local by paying a monthly fee equivalent to the amount necessary to maintain benefits in

their parent Local, and also dues to the Local Union under which jurisdiction they are working.

- (b) This provision is applicable only upon a voluntary arrangement between Locals and members concerned, and where consistent with the by-laws of the parent Local.

Section 10 Time Limit for Filing Claims

All claims for death burial benefits must first be filed with the Local Union within ninety (90) days after the death of a member. Such claims shall then be forwarded to the International Union. The time limits contained herein may be extended at the discretion of the President.

Section 11 Review

Any person claiming a death burial benefit on behalf of any member whose claim has been denied shall be notified, in writing, of the specific reasons for denial of benefits. Such person may obtain a review of said denial, by filing a written request for same, together with such facts as may be appropriate for the determination of said claim, with the President not later than ninety (90) days following the receipt of the notice of denial; provided, however, that such time limit may be extended at the discretion of the President upon good cause shown. Upon receipt of such a request the President shall review the claim and make a final decision, which decision shall not be subject to further appeal. The procedures under this Section shall be established by the President.

ARTICLE 33 HEALTH AND WELFARE AND PENSION FUNDS

Section 1 Purpose

The objects and purposes of the International Union under this Article are to provide a means whereby all members of this International Union may ultimately participate in a single International Health and Welfare Fund and International Pension Fund, which funds will provide the maximum health, welfare and pension benefits attainable through centralization of administration and optimum utilization of all available present and future assets and resources of all health and welfare and pension funds in which Locals or other subordinate bodies of this International Union participate and to assure adequate safeguards for the administration of such funds by trustees appointed by the International Union, Local Unions or other subordinate bodies of the International Union.

Section 2 Establishment of Funds

The President, with the approval of the Executive Committee, is empowered to establish a jointly administered international health and welfare fund to be known as the UNITE HERE Health and Welfare Fund and to establish a jointly administered international pension fund to be known as the UNITE HERE Pension Fund.

Section 3 Authority of President

The President, with the approval of the Executive Committee, is hereby empowered to take all necessary action or actions and shall have all rights, powers and authority consistent with law and the terms of the International Constitution to accomplish the objects and purposes of this Article.

Section 4 Participation of Local Funds

Any employee benefit funds of any Local Union or other subordinate body of this International Union shall be eligible to participate in the UNITE HERE Health and Welfare Fund and the UNITE HERE Pension Fund.

Section 5 Merger of Welfare Funds

Any existing health and welfare fund in which any Local or subordinate body of this International Union participates may be merged into the UNITE HERE Health and Welfare Fund at the option of the Local or subordinate body.

Section 6 Merger of Pension Funds

Any existing pension fund in which any Local or subordinate body of this International Union participates may be merged into the UNITE HERE Pension Fund at the option of the Local or subordinate body.

Section 7 Canada

The Canadian Director is empowered to undertake the same actions in Canada under this Article that the President is empowered to take in the U.S., with the approval of the President.

ARTICLE 34 APPLICATION AND AMENDMENT OF CONSTITUTION

Section 1 Binding Effect

This Constitution shall be binding upon UNITE HERE and each local union, joint board, and other affiliate of UNITE HERE. It shall be binding upon each member, officer,

executive board member, business agent, organizer, employee, representative and agent of UNITE HERE and of each of its affiliates. Such affiliates and such persons shall not have the right or authority to waive any provision of this Constitution and any such waiver shall not be binding upon UNITE HERE or such affiliates.

Section 2 Separability

- (a) The Executive Committee shall have authority to revise any provision of this Constitution which is found to be in conflict with applicable law.
- (b) If any provision of this Constitution, or the application of such provision to any officer, member, person or circumstance, shall be held invalid, the remainder of this Constitution or the application of such provision to other officers, members, persons or circumstances, shall not be affected thereby.

Section 3 Amendment or Repeal

- (a) Any provision of this Constitution may be amended or repealed by the affirmative vote of two-thirds (2/3) of the votes cast at the convention, a quorum being present, at any Five-Year Convention of UNITE HERE or a special convention called for that purpose.
- (b) Any such amendment or repeal shall be effective immediately, unless another effective date is specified by such convention.

Section 4 Submission of Amendments

Amendments to this Constitution may be submitted in the following ways:

- (a) An affiliate may submit a proposed amendment by adopting such proposal at a regular meeting and forwarding it to the Recording Secretary or Constitution Committee thirty (30) days prior to the opening of the Convention.
- (b) The General Officer, Executive Vice President, or Convention Committee member may submit proposed amendments as a part of their official reports to the Convention or at any other time.
- (c) All proposed amendments, no matter how submitted, shall be in writing, and shall be separated from other written matter.
- (d) Referral to Constitution Committee: At the Convention, all proposed amendments shall be referred to the Constitution Committee and shall be voted upon by the Convention after the Committee's report on such proposals is read.

Section 5 Conflicting Provisions

All resolutions or parts thereof in conflict with this Constitution are hereby repealed, insofar as they are inconsistent with this Constitution. The President is hereby authorized to make appropriate changes in such resolutions in accordance with this Constitution, subject to the approval of the Executive Committee.

APPENDIX A: LOCAL UNION BY-LAWS

(In accordance with the Constitution, these by-laws are to be used as the by-laws of local unions unless and until those locals adopt their own by-laws which are consistent with the Constitution).

ARTICLE 1 MEMBERSHIP MEETINGS

Section 1

The Local's membership shall be its supreme governing body whose decisions shall be final unless contrary to a Joint Board decision or any UNITE HERE or Joint Board constitutional provision, or reversed on appeal as provided by the UNITE HERE or Joint Board Constitutions.

Section 2

The Local shall meet regularly at least quarterly at the Local's headquarters or at a location specified by the Local or the Executive Board. The Local shall notify members of each meeting's time and place by posting a copy of the notice in the Local's office and in other places where meeting notices are customarily posted.

Section 3

A quorum for the purpose of transacting the Local's business shall consist of not less than 10 members present in person at any meeting. No action of any meeting shall be invalid for lack of a quorum unless a member raised the question of lack of a quorum before such action was taken. Any meeting at which a quorum is present may transact any business coming before the meeting without prior notice of the business to be transacted except as these By-laws otherwise provides. However, the Local shall give notice of any meeting called for nominating officers or for amending these By-laws. Unless these By-laws otherwise provide, all meeting decisions shall be by a majority of those voting.

ARTICLE 2

OFFICERS – ELECTION AND ELIGIBILITY

Section 1

The officers of the Local shall consist of a President, a Vice President, a Recording Secretary, a Financial Secretary, a Sergeant-at-Arms and Joint Board delegates. The Executive Board may, by majority vote, combine the offices of Recording Secretary and Financial Secretary into the single office of Secretary Treasurer, which shall then encompass the duties and responsibilities of both prior positions. The Executive Board may take this action in the event of a vacancy in either position, in which case the decision shall become effective immediately; or before giving notice of election for Local Union officers, in which case the decision shall become effective upon the election of the Secretary Treasurer.

Section 2

Depending on the number of delegates and alternates which the Local is entitled to send to UNITE HERE's Convention, the following shall serve in the following order: the President, the Vice President, the Recording Secretary, the Financial Secretary and the Sergeant-at-Arms.

Section 3

Officers shall be nominated and elected by plurality vote in an election by secret ballot among the members in good standing triennially at a meeting held on a date fixed by the Executive Board.

Section 4

No member who is two (2) months or more in arrears in the payment of dues shall be entitled to be a candidate for office or to vote for officers.

Section 5

A candidate for office must be a member in good standing for at least one year before the election date, and must otherwise meet the eligibility requirements set forth in UNITE HERE's Constitution.

Section 6

At least fifteen (15) days before the nomination - election meeting, the Local must cause to be mailed a notice (which notice may be given in a union publication) to each member at the member's last known home address. The notice must list the

offices to be filled, the time, place, and date of the meeting. It must state that members must be in good standing by the beginning of the meeting to be eligible to nominate and vote, and must be in good standing for a year before the beginning of the meeting to be eligible to run for office; that nominations will be accepted from the floor; that candidates must accept their nominations before the close of nominations, either in person or in writing; and that a secret ballot election will be conducted after the close of nominations. If the officers' terms are to begin within three years before a UNITE HERE convention, then the notice shall state that the officers will also serve as convention delegates and alternates, depending on the number of delegates to which the Local will be entitled, in accordance with the Local's by-laws.

Section 7

At the meeting preceding the nomination-election meeting, the executive board shall appoint an election committee comprised of at least three members in good standing who will not be candidates in the election.

Section 8

The Local shall not discriminate in favor of any candidate. It shall not advocate the election or defeat of any candidate in any printed statement purporting to be the official or authorized views of the organization. It shall not use the monies or other property of the affiliate for any such purpose. This section shall not preclude any officer from exercising the officer's democratic right to participate as an individual in any other election campaign.

Section 9

At the nomination- election meeting, the election committee chairperson shall request nominations for candidates. Nominations shall require one (1) second. No nominee shall be placed upon the ballot unless the nominee accepts the nomination. Prospective nominees who do not attend the meeting may submit written acceptances to the recording secretary or to an election committee member no later than the close of nominations. No member may be a candidate for more than one office, except that candidates may run for Joint Board delegate and for any other office. The election committee shall examine the dues records and determine the eligibility of each nominee.

Section 10

If there is only one candidate nominated for an office, the Election Committee Chairperson shall cast one ballot for such candidate or candidates, and shall declare these candidates duly elected.

Section 11

For all contested offices, the election committee shall conduct and supervise the election after the close of nominations. Each candidate shall be entitled to have an observer, who shall be a member in good standing designated in writing by the candidate, present in the polling place during the voting and the final tally and vote count. The election committee shall safeguard the secrecy and honesty of the election. Each voter must sign and print his or her name on a list maintained by the election committee. The voter should be given a ballot, permitted to mark the ballot in secret and to place the ballot in a ballot box. The election committee shall decide challenges to a member's voting right; keep voter records; and count and tally the vote and do so in the presence of any observers who wish to be present. The election committee shall count only the votes for candidates duly nominated and properly on the ballot. It shall not count proxy, write-in or sticker votes. The election committee shall announce and certify the results of the election in a signed statement, and report the election results at the next executive board meeting. It shall preserve all ballots and other records pertaining to the election for one year after the election.

Section 12

Appeals concerning the conduct of the election shall be taken in accordance with UNITE HERE's Constitution, Article 12.

Section 13

Officers shall hold such office until their successors are elected and installed. Installation of officers shall be held at the next meeting after the election. The new officers shall take the pledge set forth in UNITE HERE's Constitution, Article 8, Section 8. The outgoing officers shall immediately turn over all books, records, property and assets belonging to the Local to the newly installed officers.

Section 14

Vacancies in any elective office except the President, may be filled by a majority vote of the Executive Board, subject to ratification at the next membership meeting. The individual selected shall hold office until a successor is elected and assumes office. The

Section 4 Duties of the Recording Secretary

The Recording Secretary shall keep correct minutes of all Local and Executive Board meetings; shall conduct their correspondence, and have such powers and duties as are usual to the office; and shall keep a record of the names and addresses of all of the Local's members and of rejected applicants for membership and of suspended or expelled members, together with the grounds therefore. The Recording Secretary shall advise UNITE HERE's Presidents monthly of the names and addresses of all members initiated, transferred, dropped or withdrawn during the previous month, and of the Local's income from dues, initiation fees and other payments.

Section 5 Duties of Sergeant-at-Arms

The Sergeant-at-Arms shall guard the door and preserve order and decorum at Local and Executive Board meetings and shall perform such other duties as are usual to the office.

ARTICLE 4 THE EXECUTIVE BOARD

Section 1

There shall be an Executive Board consisting of the President, Vice President, Recording Secretary, Financial Secretary and the Sergeant-at-Arms.

Section 2

The Executive Board shall be the highest governing authority within the Local between membership meetings. It shall exercise general supervision over its property and affairs. It shall have such further powers as are necessary or appropriate to effectuate the powers granted to it by the UNITE HERE or Joint Board Constitutions, and by these By-laws.

Section 3

The Executive Board shall have power, subject to the approval of the Local and the provisions of the UNITE HERE and Joint Board Constitutions, to invest the funds and properties of the Local; to authorize the Local's expenditures or the use of the Local's property to effectuate of any of its objectives; to borrow money and to pledge any of the Local's property or securities as security therefore, and to buy, sell, exchange, rent lease or otherwise acquire or dispose of real or personal property; and shall fix the salaries, if any, of the elective officers. It shall present a report of its activities to each Local meeting for approval.

Thereafter the Local shall elect a member annually for a three-(3)-year term to replace the member of the Auditing Committee whose term expires.

Section 2

This Committee shall periodically examine the Local's books and records and shall submit a written report on such examination to the Local and to its Executive Board.

ARTICLE 6

AMENDMENTS

Section 1

The members may modify or repeal any provision of these By-laws, or add new provisions, by a majority of the members voting on the question, at a regular meeting, or special meeting called for that purpose.

Section 2

By-law amendments may be submitted for adoption by a majority vote of the members attending any membership meeting, by the Executive Board, or by petition signed by not less than one-third of the Local's members filed with the Secretary-Treasurer.

Section 3

Notice of a vote to adopt amendments must be given at the regular meeting preceding the meeting at which the vote takes place, and by posting notices for ten days at the Local's office (if any) and at the members' workplaces (if permitted by contract or practice).

ARTICLE 7

UNITE HERE AND JOINT BOARD CONSTITUTIONS

All the terms and provisions of Constitutions of UNITE HERE and of any joint board to which the Local is affiliated, shall be deemed a part of these By-laws. In the event of a conflict between these By-laws and the provisions of the UNITE HERE or the Joint Board Constitution, the latter Constitutions shall control.