

Bylaws of the Becker Association of Professional Educators (BAPE).

Article I – General

Section 1 – Name

The name of this organization shall be the “Becker Association of Professional Educators.” The organization shall be referred to herein as the “BAPE” or the “Union.”

Section 2 – Purposes

The BAPE is an apolitical, local, nonprofit labor union that exists to promote and protect the interests of all certified personnel of Becker Public Schools who meet the definition of “Teacher” as defined in the Public Employment Labor Relations Act (“PELRA”) (collectively, “Teachers”). The purposes of the BAPE shall be to:

- A. Serve all Teachers employed by Becker Public Schools as exclusive representative whenever such authority exists in accordance with the PERLA;
- B. Secure improvements in wages, benefits, and terms and conditions of employment for Teachers;
- C. Deal with Becker Public Schools concerning grievances filed by Teachers;
- D. Promote the profession of teaching as a noble and community service-minded field;
- E. Engage in public relations activities to promote the BAPE and its Members as being instrumental to the betterment of the Becker community; and
- F. Deal with Becker Public Schools concerning grievances and terms and conditions of employment.

Notwithstanding any other provision of these articles, the Union shall not carry on any activities prohibited for a corporation exempt from federal income tax under section 501(c)(5) of the Internal Revenue Code.

Section 3 – Incorporation

The BAPE was organized under and subject to The Minnesota Nonprofit Corporation Act, Minn. Stat. Ann. § 317A, *et seq.* (the “Act”) on [INSERT DATE] with the filing of the Articles of Incorporation with the Secretary of State of Minnesota (the “Articles”). These Bylaws (“Bylaws”) of the BAPE are intended to conform to the mandatory requirements of the Act. Any ambiguity arising between these bylaws and the mandatory provisions of the Act shall be resolved in favor of the application of the Act.

Article II – Affiliations

The BAPE shall not affiliate with, nor pay any dues, fees, or per capita taxes to, any other labor union, collective bargaining representative, or other organization.

Article III – Membership and Dues

Section 1 – Membership

- A. Except as provided in Section 2 of this Article, membership in the BAPE shall be open to any Teacher employed by Becker Public Schools. Membership in the BAPE shall not be transferred.
- B. Any Teacher who completes, signs, and submits a BAPE standard membership form shall be considered a Member. Members shall retain their membership for as long as they remit to BAPE the dues required for membership, unless the Board of Directors revokes their membership in accordance with Section 2 of this Article.
- C. The membership year shall be from September 1 through August 31.
- D. Membership in the BAPE is required for an individual to hold office or participate in any other official capacity in the organization, including attending membership meetings, participating in committees, or representing the BAPE as requested by the Board of Directors.
- E. A Member may resign at any time, but resignation does not relieve the Member of any obligations the Member may have to the BAPE for dues, assessments, or fees or charges for goods or services.
- F. A Member may not be expelled or suspended, and a membership may not be terminated or suspended except pursuant to a procedure to be established by the BAPE that is fair and reasonable and is carried out in good faith, in the manner required by Section 317A.411 of the Act.

Section 2 – Membership Exclusions

The Board of Directors may deny an application of membership or revoke the membership status of any person who has; (a) worked to oppose the certification of the BAPE as the exclusive representative of the Teachers employed by Becker Public Schools, (b) assisted a competing organization, (c) otherwise acted to undermine the BAPE, or (d) failed to pay the dues required for membership as set forth in Section 4 of this Article.

Section 3 – Non-Discrimination

No person shall be denied services or excluded from membership and participation in the BAPE on the basis of race, color, creed, age, gender, orientation, national origin, political affiliation, ancestry, or marital status.

Section 4 – Dues

- A. The financial operations of the BAPE shall be the responsibility of the Members through the payment of dues.
- B. Local membership dues shall be determined by the Board of Directors and shall be re-evaluated annually and be presented to the membership for discussion.
- C. Dues will be assessed on a per capita basis and will be charged based on Full-Time Equivalency (“FTE”), whereas a .01 to .50 FTE teacher will be assessed 50% of the total dues and any .51% or greater FTE will pay full dues.
- D. Dues will be paid in 16 equal payments from October through June or in one lump sum.

Section 5 – Use of Dues

- A. Dues will be used to support the goals and purposes of the BAPE.
- B. No net earnings shall occur to the benefit of any Members, except that the BAPE shall be authorized to pay reasonable compensation for services rendered and to make payments for the purposes of advancing the goals of the BAPE.
- C. All stipends/compensation paid by the BAPE shall be set annually and voted on by the membership.

Article IV – Board of Directors

Section 1 – Duties/Powers of Officers

- A. The BAPE shall be governed by a Board of Directors, which has the authority to transact business on behalf of the BAPE at the direction of the President within the guidelines of the Articles of Incorporation, these Bylaws, and other written policies of the organization. The duties of the Board shall include:
 - Reviewing and amending, as necessary, these Bylaws or the Articles, subject to Member voting rights;
 - Selecting, overseeing, terminating, and determining the compensation, if any, of the President/CEO;

- Developing and adopting a conflict of interest and ethics policy for the Board of Directors and BAPE staff that requires such persons to place the interests of the BAPE and its Members above any personal or familial interest they may have when conducting Union business;
 - Developing and adopting such other policies or procedures as are necessary to carry out the provisions of these bylaws; and
 - Monitoring and directing the operations, budget, and strategic direction of the BAPE.
- B. As required by Section 317A.251A of the Act, all members of the Board (each, a “Director”) shall discharge the duties of the position;
- In good faith;
 - In a manner the Director reasonably believes to be in the best interests of the BAPE; and
 - With the care an ordinarily prudent person in a like position would exercise under similar circumstances.
- C. The Board of Directors shall consist of the elected officers of the BAPE. At such times as deemed necessary, the Board of Directors may, by a majority vote of its members, invite council or committee chairs to participate in its meetings.
- D. Directors shall disclose to the other Directors information not already known by them but known by the Director to be material to the discharge of their decision-making or oversight functions.

Section 2 – Composition

The Board of Directors shall consist of six (6) eligible individuals over the age of 18, including the following positions:

A. President

The President shall also serve as the Chief Executive Officer (“CEO”) of the BAPE and act as the official spokesperson of the BAPE. The President shall be responsible for:

- Managing the daily operations of the BAPE;
- Hiring, promoting, terminating, managing, and fixing the compensation of any staff;
- Authorizing disbursements of funds from the BAPE’s treasury;
- Presiding over meetings of the Members and of the Board of Directors, including preparation of meeting agendas. The President may also attend and participate in any BAPE council or other meeting to perform duties as needed;

- Authorizing documents on behalf of the organization, including Memorandums of Understanding (“MOUs”) (which require authorization from the Board of Directors);
- Keeping the Board of Directors and the Members of the BAPE appropriately informed regarding the Union’s affairs; and
- Any other such duties as the Board of Directors may prescribe.

B. Vice President

The Vice President will serve on the Board of Directors and shall be responsible for:

- Assisting the President in carrying out the President’s duties;
- In the absence of the President or in the event of the President’s inability to serve;
- Presiding over meetings of the Members and of the Board of Directors;
- With the approval of the Board of Directors and President, authorize disbursements of funds from BAPE’s treasury; and
- Any other such duties as the Board of Directors may prescribe.

C. Secretary

The Secretary will serve on the Board of Directors and shall be responsible for:

- Keeping all BAPE records, as well as meeting minutes of all meetings of the Members and of the Board of Directors;
- Distributing copies of the minutes to Members upon request;
- Distributing other correspondence within the organization as directed by the Board of Directors;
- Keeping official copies of the BAPE’s paperwork, including the Articles of Incorporation, Bylaws, and other governing documents, as prescribed by Section 317A.461 of the Act;
- Overseeing the preparation and filing of any official documents or reports required by law;
- Assisting the President in managing the official communications of the BAPE; and
- Any other such duties as the Board of Directors may prescribe.

D. Treasurer

The Treasurer will serve on the Board of Directors and shall be responsible for:

- Acting as custodian of BAPE funds;
- Monitoring and accurately recording the disbursement of funds from the BAPE treasury;

- Reporting the financial condition of the BAPE to the Members and the Board of Directors;
- Preparing budget materials and ensuring dues are collected from Members;
- Overseeing the preparation and filing of any financial reports as required by law;
- Presenting financial and budgetary documents at the annual membership meeting; and
- Any other such duties as the Board of Directors may prescribe.

E. Contract Specialist

The Contract Specialist will serve on the Board of Directors and shall be responsible for:

- Providing guidance, updates and recommendations on items that are specifically covered in the Master Agreement;
- Chairing the Insurance Committee;
- Overseeing insurance, retirement, and other benefits;
- Any other such duties as the Board of Directors may prescribe.

This position may but is not required to be held by a member of the negotiations team.

F. Membership Chair

The Membership Chair will serve on the Board of Directors and shall be responsible for:

- Keeping records of current membership, including contact information for all members;
- Preparing the membership list for membership meetings;
- Planning membership events, recruitment of new Members and pursue a program aimed at member retention and education;
- Any other such duties as the Board of Directors may prescribe.

Section 3 – Elections

- A. The Board of Directors shall schedule and establish sufficient procedures and policies for conducting elections, beginning in 2025, in which all Directors shall be elected by majority vote of the Members of the BAPE. Until the first such election, the Board of Directors will be elected and removed by majority vote of the founding Directors and any such Directors they elect.
- B. The Board of Directors may fill a vacancy by electing someone to serve the remainder of the previous Director's term until the next membership election.

- C. Actions of the Board of Directors may be taken upon a majority vote.
- D. Any Director may be removed from the Board of Directors by two-thirds vote of the Directors for failure to comply with the provisions of this Article, commission of a criminal act, violation of the conflict of interest and ethics policy adopted by the Board, consistent failure to perform the duties of their position, missing a total of four (4) consecutive Board meetings in a year, or for acting contrary to the interests or effectiveness of the BAPE.
- E. No union funding may be used to support or discourage a vote for any candidate.
- F. BAPE shall comply with reasonable requests to distribute campaign materials at the candidate's expense.

Section 4 – Resignation

A Director may resign by giving written notice to the Board. The resignation is effective without acceptance when the notice is given to the Board, unless a later effective date is named in the notice.

Section 5 – Terms

- A. Term Length:
 - The Directors shall have a three-year term.
 - No Director may serve more than 9 years cumulatively.
- B. The term of a Director filling a vacancy expires at the end of the unexpired term that the Director is filling.
- C. Election Cycle:

Beginning in [2025], Directors shall be elected every third year.

Section 6 – Conduct of Business

- A. Regular meetings of the Board of Directors should be held at least bi-monthly from September until June at such locations and using such means as the Board may deem appropriate. Individual meetings may be added or canceled by vote of the Board of Directors. Meeting dates may be set by the President for the entire year in September.
- B. Notice of Board meetings shall be provided Directors in accordance with Section 317A.231 of the Act.

C. Remote Communication

- Any meeting among Directors may be conducted solely by one or more means of remote communication through which all the Directors may participate in the meeting, if the same notice is given of the meeting required by Subsection B. of this Section 6, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.
- A Director may participate in a Board meeting by means of conference telephone or videoconference, through which that Director, other Directors so participating, and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

D. Quorum

- A minimum of four Directors shall be present at a meeting to constitute a quorum for the purposes of conducting business.
- In the absence of a quorum, a majority of the Directors present may adjourn a meeting until a quorum is present.
- If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the proportion or number otherwise required for a quorum.

E. The Board shall take action by the affirmative vote of a majority of Directors with voting rights present and entitled to vote at a duly held meeting. Proxy voting is not permitted.

F. Action Without Meeting

- An action that does not require approval of members with voting rights which is required or permitted to be taken at a Board meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the Directors.
- The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of Directors, unless a different effective time is provided in the written action.
- When written action is permitted to be taken by less than all Directors, all Directors must be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A Director who does not sign or consent to the written action is not liable for the action or actions taken thereby.

- G. To ensure the protection of information, records and documents proprietary to the BAPE, Directors, Members and staff may be required to sign a confidentiality agreement.
- H. Nothing shall prevent a Director from being hired as an employee of the BAPE.
- I. The BAPE shall reimburse Directors for expenses appropriately incurred to attend meetings of the Board of Directors, other events of the BAPE, or otherwise fulfill the responsibilities of their position. The Board of Directors may also elect to compensate Directors for time spent engaged in such activities, PROVIDED: The rate of any such compensation shall not exceed the median salary of a Becker Public School Teacher.

Article V – Committees and Councils

Section 1 – Establishment

- A. If deemed necessary and approved by the affirmative vote of a majority of the Board of Directors, councils and committees may be instituted to discharge specific duties as related to the goals and objectives of the BAPE. Committees and councils are always subject to the direction and control of the Board.
- B. Committees and councils shall abide by the requirements for conduct of business set forth in Article IV, Section 6 of these bylaws.
- C. In addition to the committees and councils listed in this document, others may be initiated at the discretion of the Board of Directors.
- D. Once a committee's or council's business has been fulfilled, it may be dissolved until such time when its services are once again deemed necessary. Stipends may be provided to council chairs and/or members at the recommendation of the Board of Directors and approved by the membership annually.

Section 2 – Appointment and Terms of Chairperson(s)

- A. Chairperson(s) for each council shall be appointed by the President, with approval of the Board of Directors.
- B. Chairpersons shall be BAPE members in good standing with the organization and good faith effort will be made to include members from different district buildings on all councils.
- C. Council terms, including those of the chairperson, shall be at the discretion of the Board of Directors, although generally a minimum of two (2) years in length. Terms should be staggered to ensure continuity of members on each council.

Section 3 – Councils

The following councils may be formed by the Board of Directors, with representation from all buildings as volunteers allow:

A. Membership Council

- The Membership Council shall be chaired by the Membership Chair and tasked with keeping records of membership, conducting membership events, and recruiting new Members.
- The Membership Council shall also serve as the communications conduit for Members in all buildings.
- The Secretary and Treasurer will serve on this council as needed.

B. Staff Development Council.

- The Staff Development Council and its chairperson will serve the primary function of providing a program of professional development and engaging with the Becker Public Schools in areas such as teacher evaluation and teacher licensure.
- The BAPE Vice President will serve on this council.

C. Members' Rights Council.

- The Members' Rights Council and its chair shall maintain membership lists for each district building and is charged with representing Members in the grievance process, protecting Teacher welfare and identifying and reporting violations of the Master Agreement.

D. Negotiations Council.

- The Negotiations Council will be chaired (or co-chaired) by the Contract Specialist. This council will provide guidance, research, and support for the BAPE negotiations team.
- From this council, a Negotiations Team of between 2 and 5 Members will be selected by the Board of Directors and tasked with negotiating a master agreement.

Section 4 – Committees

The following committees may be formed by the Board of Directors, with representation from all buildings as volunteers allow. Chairperson(s) for each committee shall be appointed by the President, with approval of the Board of Directors. Chairpersons shall be BAPE Members in good standing.

A. Meet and Confer.

The Meet and Confer Committee shall fulfill the requirements as outlined in PELRA and serve a function similar to a labor-management committee.

B. Scholarship Committee.

Should the membership of the BAPE authorize the bestowal of scholarships, the Scholarship Committee shall be established to design the process and determine the award winners.

C. Insurance Committee

The Insurance Committee shall be tasked with negotiating and procuring insurance on behalf of the BAPE membership. This committee shall be chaired by the Contract Specialist.

Article VI – Bargaining Teams and Contract Ratification

Section 1 – Members

The bargaining team shall consist of:

- A. The President, or their designee;
- B. the Vice President, or their designee;
- C. for negotiations beginning after December 31, 2024, five Members elected by BAPE Members; and
- D. up to two additional persons selected by the President.

The President shall select a lead negotiator.

Section 2 – Elections

- A. Elected bargaining team members shall meet the same eligibility requirements as the Board of Directors.
- B. The Board of Directors shall accept all bargaining team member nominations submitted with the support of at least ten (10) BAPE Members. The Board of Directors shall review each nomination for compliance with the Board's eligibility requirements and cause all eligible nominations to be placed on the ballot.
- C. The Board of Directors shall adopt sufficient procedures and policies to provide for effective administration of elections under this section.

Section 3 – Contract Ratification

- A. Any tentative agreement agreed between the BAPE and the Becker School District shall be presented to Members at a meeting.

The contract shall be voted upon by the Members at a second meeting occurring not less than 48 hours and not more than six days after the presentation of the tentative agreement at the meeting in paragraph A. of this section.

- B. A simple majority of those voting is necessary to approve the tentative agreement.
- C. The Board of Directors shall adopt sufficient procedures and policies to provide for effective administration of elections under this section.

Article VII – Finances

Section 1 – Revenue

The revenues of the BAPE shall be derived from dues, fees, and other such sources as may be approved by the Board of Directors.

Section 2 – Annual Report

The BAPE shall prepare financial statements at every annual meeting, summarizing the Union’s revenue and expenses in appropriate detail, and shall make available said reports to the Union’s Members and Board of Directors.

Section 3 – Political Expenditures

No membership dues or general treasury funds may be spent in support of or opposition to any political candidate, ballot measure, or political committee.

Article VIII – Membership Meetings

Section 1 – Meeting Cadence

- A. Annual Meeting: The BAPE shall convene an annual membership meeting at which to conduct the formal affairs of the Union. The meeting shall take place at such times, locations and/or in such manner the Board of Directors determines.
- B. Additional Membership Meetings: Additional membership meetings shall be held at such times, locations and/or in such manner the Board of Directors determines, to conduct the business of the BAPE. This may include discussion of a tentative agreement, training for members, or delivering pertinent information to Members.

Section 2 – Record Date

- A. By the thirtieth (30th) calendar day before the date of a membership meeting (the “Record Date”), the Membership Chair shall determine the list of Members as of that date, all of whom are entitled to notice of and entitled to vote at the meeting. Only individuals who are Members on the Record Date are entitled to notice of and permitted to vote at that membership meeting. If the Record Date falls on a weekend or holiday, the following business day shall be considered the Record Date.
- B. A determination of current Members entitled to notice and to vote at a membership meeting is effective for an adjournment of the meeting unless the meeting is adjourned to a date more than sixty (60) days after the Record Date for determining members entitled to notice of the original meeting. In such case, the Board shall fix a new date for determining the right to notice and to vote.

Section 3 – Meeting Chair

All meetings are chaired by the President, or a member of the Board of Directors appointed by the President to conduct business.

Section 4 – Special Meetings

The BAPE shall hold a special meeting of Members on the call of the Board, or if at least fifty (50) Members with voting rights or ten (10%) of the Members (whichever is less) sign, date, and deliver to the President or the Treasurer one or more written demands for the meeting describing the purpose for which it is to be held. The BAPE shall comply with the notice and other requirements for special meetings provided in Section 317A.433 of the Act.

Section 5 – Attendance

Attendance at membership meetings and events shall be open only to Members in good standing and staff. At its discretion, the President and/or Board of Directors may permit attendance by other persons on a case-by-case basis.

Section 6 – Notice

Notice of membership meetings shall be provided Members in accordance with Section 317A.435 of the Act.

Section 7 – Parliamentary Authority

The latest edition of *Robert’s Rules of Order* shall govern the BAPE in all cases where they apply.

Section 8 - Quorum

Members may act at a meeting only if a quorum of the Members are present. Quorum requirements are as follows:

- A. Sixty percent (60%) of the Members for purposes of amendment of these Bylaws or considering fundamental transactions as provided in Article X;
- B. Forty percent (40%) of the Members for purposes of election of any Directors; and
- C. Twenty percent (20%) of the Members purposes of election of Bargaining Team Members.

In all other cases where Members may have the right to vote, quorum requirements shall be determined as set forth under Section 317A.451 of the Act.

Section 9 – Act of the Members

If a quorum is present, or if a quorum has been present at a meeting, the affirmative vote of the majority of the Members with voting rights present and entitled to vote, which must also be a majority of the required quorum, is the act of the Members.

Section 10 – Remote Meetings, Acceptance of Ballots by Mail

Members shall have the option to attend the Annual Meeting or Special Meetings by means of remote communications, as governed by Section 317A.450 of the Act. In the event of an Annual Meeting or Special Meeting where a vote of the Members is required, Members may be permitted to vote with a mail-in ballot, signed by the voting Member and delivered within the timeframes as may be determined by the Board of Directors. Members participating by means of remote communications or mail-in ballot shall count towards the quorum. Any action by ballot shall comply with the requirements of Section 317A.447 of the Act.

Article IX – Amendments

The Board of Directors may, at any time, consider and adopt an amendment to these Bylaws. Such proposed amendment shall then be submitted to the Members for their approval at any membership meeting, provided the proposed amendment appeared in the official meeting notice. For amendments to be ratified, they shall receive at least 70% of the votes of those Members present and voting at a membership meeting.

Article X – Fundamental Transactions

The BAPE shall not merge with another organization, sell all or substantially all of its assets, or dissolve except by two-thirds vote of the Board of Directors, followed by a two-thirds vote of the Members.

Article XI – Miscellaneous

Section 1 – Membership Lists, Internal Communications, and Documents

A. Membership List for Meeting

- Preparation: After fixing a Record Date for notice and voting at a meeting as stipulated in Article VII, Section 2 of these Bylaws, the Membership Chair shall prepare an alphabetical list of the names of the BAPE Members. Each Member shall be entitled to one vote.
- Inspection: The list of Members shall be available for inspection by a Member for the purpose of communication with other Members concerning the meeting, beginning two business days after the meeting notice is given and continuing through the meeting, at the BAPE's registered office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. The list shall also be available at the meeting. A Member or a Member's attorney is entitled on written demand to inspect and to copy the list, at a reasonable time and at the Member's expense, during the period it is available for inspection and at any time during the meeting or an adjournment.

B. Except as provided above in paragraph A. of this Section 1, a list of the BAPE's Members will not be provided to any person without approval of the Board of Directors. Unless otherwise required by the Act, the BAPE's documents, records, or communications may not be published or shared with any person who is not a Director, employee, or Member of the BAPE without the approval of the Board of Directors.

Section 2 – Voters' Guides

Prior to any elections, the BAPE shall prepare and distribute to its Members a voters' guide featuring statements and other materials submitted by eligible candidates.

Section 3 – Authority to Act

No Member, Director, or other person may act on behalf of the BAPE unless authorized by the Bylaws (or in policies adopted pursuant thereto), the President/Executive Director, or the Board of Directors.

Section 4 – Indemnification

- A. No Member of the BAPE may be held personally liable for obligations of the Union.
- B. The Union shall indemnify any director or officer of the Union, who is involved in any capacity in a proceeding (as defined in Section 317A.521 of the Act, as presently in effect and as hereafter amended or as defined in the Act) by reason

of the position held by such person or entity in the Union, to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, that the Union shall only indemnify a director or officer seeking indemnification in connection with a proceeding initiated by such person if such proceeding or part of a proceeding was authorized by the Board of Directors or if such proceeding was brought by a director or officer to enforce a claim for indemnification under this Article and a court or an arbitrator determines that the director or officer is entitled to all of the relief claimed.

- C. The right to indemnification conferred by this Article XI shall be interpreted to conform with and shall not create any right that is inconsistent with, applicable law, as presently in effect and as hereafter amended. To the full extent allowed by applicable law (as presently in effect and as hereafter amended), the right to indemnification conferred by this Article XI shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person. The rights conferred in this Article shall not be exclusive of any other rights which any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), these Bylaws, the Articles, a vote of the Board of Directors, or otherwise.
- D. Notwithstanding any other provision of this Article, no indemnification shall be provided to any person if in the opinion of counsel payment of such indemnification would cause the Union to lose its tax-exempt status, if any, from federal income taxation.
- E. No amendment to or repeal of this Article XI shall adversely affect any right of protection of any director, officer, employee, or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal.
- F. No amendment to or repeal of this Article XI shall adversely affect any right of protection of any director, officer, employee, or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal.

Article XII – Legal Action

For the BAPE to take legal action, approval is needed from at least 70% of the members voting at a meeting at which a quorum has been established to proceed. This clause does not apply to lawful actions filed or pursued on behalf of an individual member(s) related to their continuing employment.

The undersigned, being the Secretary of the Union, hereby certifies that these Bylaws are the bylaws of the Union adopted by resolution of the Directors effective as of [DATE].