

**EMPLOYEES' ASSOCIATION OF PROFESSIONALS
OF TAHOE FOREST HOSPITAL DISTRICT**

BYLAWS

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MISSION STATEMENT

The primary mission of the Employees' Association of Professionals is to represent the Professional Employees of Tahoe Forest Hospital District.

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ARTICLE I
NAME, OFFICE, OBJECTIVES, AND AFFILIATION

Section 1

The name of this organization shall be the Employees' Association of Professionals of Tahoe Forest Hospital District, herein after referred to as the Association. The Association is established as an independent member controlled organization dedicated to representing the interests of the professional employees of the Tahoe Forest Hospital District.

Section 2

The Association is a non-profit entity organized under the laws of the State of California.

Section 3

The objectives of the Association shall be to:

- A. Represent its members as a labor organization before the Tahoe Forest Hospital District Board of Directors, State Legislature, and all other public and private forums.
- B. Actively represent its members, both individually and collectively in matters relating to their wages, and conditions of employment.
- C. Support the professional growth and welfare of all represented employees.
- D. Work cooperatively with the District Administration to address issues of concern, ensure positive working conditions, and maintain professional standards within each work setting.
- E. Keep informed of District policies and functions in order to effectively represent the Bargaining unit.
- F. Establish and maintain effective lines of communication with hospital administration and the medical staff in order to give the professional staff a greater and more effective voice in conditions relating to patient care, professional practice, and other matters of professional interest; ultimately promoting quality patient care and desired professional standards within each work setting.

Section 4

- A. The principal organization shall be located in the City of Truckee, State of California, or at such other place as the Executive Board may designate.
 - a. The Executive Board shall maintain all books, records, and financial documents.

Section 5

In matters of common concern the Association may act cooperatively with other similarly constituted public employee organizations. Where appropriate, the Association may become affiliated with leagues and similar groupings of such organizations. Affiliations shall take effect only if approved by majority vote.

ARTICLE II MEMBERSHIP

Section 1

Association membership is available to all professional employees of the Tahoe Forest Hospital District engaged in work requiring specialized knowledge and skills attained through completion of a recognized course of instruction, including, but not limited to Physician Assistants, Clinical Lab Scientists, Registered Nurses, Ultrasound Technologists, MRI Technologists, Nuclear Medicine Technologists, Physical Therapists, Occupational Therapists, Respiratory Therapists, Diagnostic Imaging Technologists and Pharmacists.

Section 2

Membership is not restricted in any way based upon race, color, creed, sex, sexual orientation, age or national origin.

Section 3

Membership in the Association is limited to employees in the Professional bargaining unit and subject to the requirement that a signed application for membership and dues payroll deduction authorization form be submitted to Tahoe Forest Hospital District Human Resources Department.

Section 4

A member in good standing, herein after referred to as a member, is defined as an employee in the Professional employee bargaining unit who has submitted the appropriate application and dues payroll deduction authorization form and paid all required dues for three (3) consecutive months.

Section 5

A member in good standing has the right to full benefits of the Association, including the right to vote.

Section 6

Members who are managerial, supervisory, or employees determined to have a conflict of interest by a majority vote of the Executive Board, may not attend membership meetings and do not have the right to vote.

Section 7

A member shall lose his/her good standing in the Association and shall be considered to be in a suspended status in the event of any of the following:

- (a) Suspension or expulsion from membership after appropriate proceedings consistent with the By-laws (any member who is expelled from the Association shall be considered a non-member);
- (b) Non-payment of dues if receiving a paycheck from Tahoe Forest Hospital District.

A member in a suspended status because of the failure to comply with any of the obligations as required by these By-laws may appeal to the Executive Board for reinstatement. Before good standing status can be attained, the suspended member may be required to pay all delinquent dues and other financial obligations.

Section 8

Responsibility of Members to the Association:

- A. Every member by virtue of his or her membership in this Association is obligated to abide by these By-laws with respect to his or her rights, duties, privileges and immunities conferred by them.
- B. Every member by virtue of his or her membership in the Association, authorizes the Association to act as his or her exclusive bargaining representative with full and exclusive power to execute agreements with his employer governing terms and conditions of employment and to act for him and have final authority in presenting, processing and adjusting any grievance, difficulty or dispute arising under any collective bargaining agreement or out of his employment with such employer in such manner as the Association or its officers deem to be in the best interests of the Association. The Association and its officers and agent may decline to process any grievance, complaint, or dispute if in their reasonable judgment such grievance, complaint or dispute lacks merit
- C. No member shall interfere with the elected or appointed officers of the Association in the performance of their duties, and each member shall, when requested, render such assistance and support in the performance of such duties as may be required by them, provided that this does not interfere with the individual rights of members.
- D. Every member shall follow the rules of order at all meetings of the Association.

Section 9

Rights of Members:

- A. The right to nominate candidates or vote in elections or referendums of the Association;
- B. The right to attend membership meetings, and to participate in the deliberation and voting regarding the business of such meetings;
- C. The right to meet and assemble freely with other members and to express any views, or opinions, and to express at meetings views upon candidates in an election of the Executive Board or upon any business properly before the meeting, subject to the organization's established and reasonable rules;
- D. The right to information concerning the conduct of the Associations business.

ARTICLE III DUES

Section 1

The fiscal year of the Association shall be from January 1st to December 31st each year, with an annual report submitted to the general membership at the first quarterly meeting.

Section 2

The dues to maintain membership in the Association shall be \$10.00 per pay period

The current dues amount payable each pay period will be kept on file with the Association and the District. Dues will be payable each pay period on the basis of automatic payroll deduction authorization. Each member is required to pay dues for his/her membership. Dues are not refundable.

Section 3

Dues shall increase based on the recommendation of the Executive Board with an approval of majority of ballots cast by the general membership.

Section 4

Upon dissolution of the Association, all funds will be transferred to the recognized beneficiary appointed by the Association.

ARTICLE IV MEETINGS

Section 1 - General Membership Meetings

- A. General membership meetings shall be held quarterly, at such place and time as shall be designated by the Board.
- B. Members in attendance at membership meetings shall have the right to express their views, or opinions upon any business properly before the meeting subject to these By-laws and the rules and regulations adopted by the Executive Board pertaining to the conduct of meetings, but no member in exercising such rights shall evade or avoid his responsibility to the organization as an institution or engage in or instigate any conduct which would interfere with the Associations performance of its legal or contractual obligations.

Section 2 - Special Meetings

- A. The Executive Board may call a special meeting at any time with at least ten (10) days notice to the membership.
- B. Ten (10) members in good standing of the Association may submit a written petition for a special meeting to the President of the Association, setting forth the reasons therefore, and the President shall call the special meeting within a reasonable time. If the President does not call such meeting, the Executive Board shall call a special meeting within twenty (20) days of the original petition.
- C. The Executive Board shall notify the membership of the date, time and place of any special meeting at least ten (10) days prior to the meeting.

Section 3 - Quorum

Ten members of the membership, including the Executive Board, shall constitute a quorum for transaction of business at any general or special membership meeting. In the absence of a quorum, all decisions will be made by a majority vote of the Executive Board.

Section 4 – Notice

Meeting notices and agendas shall be posted on the TFH EAP website at least 10 days in advance of the meeting. Meeting minutes will be posted to the TFH EAP website within 10 days of the meeting.

ARTICLE V COMMITTEES

Section 1

The President of the Association is authorized to solicit appointments to special committees to investigate and report on any specific subject or project. Upon completion of the assignments, the committees are automatically dissolved.

Section 2

The contract negotiating committee shall consist of the Executive Board and other members appointed by the President. In the event that there is a new officer(s) elected into an Executive Board seat after negotiations have initiated the current negotiation committee will remain intact until the newly negotiated contract is ratified.

ARTICLE VI EXECUTIVE BOARD

Section 1

The Executive Board shall be the governing body of the Association and shall consist of the elected Officers of the Association, the immediate Past President and a Member at Large appointed by the elected officers.

Section 2

Powers and Duties of the Executive Board

The Executive Board is authorized and empowered to conduct and manage the affairs of this organization, and to manage, invest, expend, contribute, use, borrow, lend and acquire Association funds and property and adopt resolutions in furtherance thereof. The Executive Board, in addition to such general powers conferred by these By-laws, is hereby empowered to:

- A. Make and change rules and regulation consistent with these By-laws for the management and conduct of the affairs of this Association.
- B. Approve the President's employment of clerical employees, attorneys, accountants, and such other special or expert services as may be required for the organization and secure an audit of the books of this organization by a certified public accountant.
- C. On behalf of the Association, its officers, employees or members, initiate, prosecute, defend, compromise, settle, arbitrate or release or pay the expenses and costs of any legal proceedings or actions of any nature if, in its judgment, it shall be necessary or desirable to protect, preserve, or advance the interests of the organization.
- D. Fill all vacancies in office, which occur during the term of such office for the unexpired term.
- E. Transact all business and manage and direct the affairs of the Association, except as may otherwise be herein provided.
- F. Conduct elections consistent with these By-laws for the selection of officers.
- G. Do all acts not expressly authorized herein, which are necessary or proper in implementation of the above duties for the protection of the property of the Association or for the benefit of the organization and its members.

Section 3

The Executive Board shall meet, at a minimum quarterly, but may be called whenever necessary by the President or by a majority vote of the Executive Board. A majority of the members of the Executive Board shall constitute a quorum for the transaction of business.

Section 4

The Executive Board is authorized to make expenditures to conduct Association business up to an amount of \$1500.00 without prior approval or vote from membership. Any expense in excess of that amount must be first approved by a majority of ballots cast by the general membership.

ARTICLE VII THE OFFICERS

Section 1

The officers of the Association are: President, Vice President, Secretary, and Treasurer.

Section 2

The officers shall be elected on or before December 1st of odd numbered years. The officers assume their duties on January 1st of even numbered years. The term of office will be held for two years. Every effort will be made to prevent all officers from vacating their seats in the same year.

In the case of a vacancy occurring for any reason during the term of office, unless otherwise provided for in these bylaws, the President, with the approval of a majority of the Board of Directors, shall select a member to fill the unexpired term of the officer.

Section 3

Officers and the Immediate Past President shall be paid a monthly stipend according to the Executive Board Stipend Policy. The stipend amounts (Appendix A) and any revisions shall be adopted by the membership through a majority of ballots cast by the general membership.

Article VIII EXECUTIVE BOARD DUTIES

Section 1 - Duties of the President

The President shall:

- A. Preside over the meetings of the Association, the Executive Board, and committees and preserve order therein.

- B. Be the principal executive officer of the Association. The President shall, in general, supervise, conduct, and control all of the business and affairs of the Association, its officers and employees of the Association, subject to the approval of the Executive Board.
- C. Select and communicate with the attorneys, accountants or other special or expert service to be retained by the Association, subject to the approval of the Executive Board.
- D. Have the authority to disburse or order the disbursement of all monies necessary to pay the bills, obligation, indebtedness and expenses of the Association.
- E. Appoint such committees as is necessary for the orderly function of the Association and shall be an ex-officio member of the same. It shall be the duty of the chairperson of each committee to present, when called upon to do so, at a regular or special meeting of the Association, a report of the activities of the committee. The President may remove the Chair and/or members of committees subject to approval of the EAP Executive Board.
- F. Appoint a representative "Pro Tem" to represent any Officer in the case of an absence.
- G. Represent the Association on the contract negotiating committee;
- H. Represent the Association as required.
- I. Fill vacancies on the Executive Board with confirmation of the appointment by a majority vote of the members present at a duly constituted meeting of the Executive Board. The appointee shall assume the duties immediately and shall serve for the remainder of the unexpired term of the vacancy due to resignation, death, or removal from office.
- J. Represent or appoint an alternative executive officer to represent employees in grievances, disciplinary action and or personnel matters.
- K. Represent or appoint an alternative Executive officer to represent the membership at Tahoe Forest Hospital Board of Directors meetings.

Section 2 - Duties of the Vice President

The Vice President shall:

- A. Preside over Association membership meetings or Executive Board meetings in the absence of the President.
- B. Act in the place of the President should the President be unable to perform the duties.
- C. Perform such other duties and render such assistance as may be directed by the President or the Executive Board.
- D. Represent the Association on the contract negotiating committee
- E. Represent the Association as required.
- F. Review the financial statements, expenditures, and ensure accurate accounting no less than quarterly.

- G. Assume the Presidency for the unexpired term of office in the case that the President position becomes vacant due to resignation, death or removal from office.

Section 3 - Duties of the Secretary

The Secretary shall:

- A. Oversee the keeping of records of the Association.
- B. Prepare and maintain a record of the proceedings of all meetings of the Association and Executive Board.
- C. Be responsible for making such records available for members of the Association. Update the Association's website with meeting minutes and agendas.
- D. Maintain a current list of active members.
- E. Represent the Association as required.

Section 4 - Duties of the Treasurer

The Treasurer shall:

- A. Supervise or perform the fiscal activities of the Association.
- B. Ensure funds are kept in a federally insured financial institution.
- C. Ensure any funds invested are placed in C.D's, or equally low risk investments.
- D. Prepare regular accounting of all monies received and disbursed on behalf of the Association.
- E. Prepare treasurer's report monthly and present quarterly at the membership meetings.
- F. Deliver to the President all books of the Association as may be necessary to transact business in the event of absence or inability to fulfill the obligation of the office,.
- G. Annually prepare a report of expenditures from the preceding year.
- H. File yearly taxes by the appropriate deadline.
- I. Represent the Association as required.

Section 5 - Duties of the Member-at-Large

The Member at Large shall:

- A. Represent the Association as required and as directed by the President and/or the Executive Board.
- B. Assume the office of Vice-President, Secretary, or Treasurer, for the remainder of the term if the position is vacated prior to the end of the term.

Section 6 - Duties of the Past President

The Past President shall:

- A. Represent the Association as required and as directed by the President and/or the Executive Board.
- B. Act as President in the event that the term of the Presidency has ended and there are no potential candidates running for office. The Past President shall remain as acting President until a candidate(s) has been nominated and an election has been held as directed by the Executive Board.

Section 7 - Vacancies

Any office shall be declared vacant when the person holding that office separates from employment with Tahoe Forest Hospital District, or becomes a member of management, holds a position of supervisor, or matters which could be construed as a conflict of interest with their position.

ARTICLE IX NOMINATIONS AND ELECTIONS

Section 1 - Time of Nominations and Elections

Elections will be held every other year, in odd-numbered years. Nominations of officers shall be presented to an Executive Board member. The Executive Board shall set the time and place of the election and other relevant arrangements which will be convenient to the greatest possible number of members.

Section 2 - Notice

Nominations/ Candidates will be presented to the membership at least two weeks prior to elections.

Section 3 - Term Limits

There shall be no limit on the number of consecutive terms a member may serve in any office.

Section 4- Eligibility

- A. Members in good standing shall have the right to nominate, vote for, or otherwise support the candidate of his or her choice.
- B. To be eligible to run for election to any office in the association, a member must be in continuous good standing in the Association for a period of twelve (12) consecutive months prior to the month of nomination for said office.

Section 5 - Nominations Procedures

- A. Nominations shall be made by a member in good standing. Nominations will be submitted to an Executive Board member at least four weeks prior to an election
- B. Candidates must accept nomination at the time made either in person or, if absent, in writing, and may accept nomination for only one office.
- C. In the event only one (1) candidate is nominated for any office, no election shall be conducted for such office, and such unopposed candidate shall be declared elected by acclamation at the membership meeting, effective as of the conclusion of the term of the incumbent.

Section 6 - Elections

- A. The election will be conducted by secret ballot, as determined by the Executive Board. There shall be no proxy voting. Every member in good standing is entitled to one vote.
- B. Ballots will be counted by at least two Executive Board members.
- C. The candidate for each office who receives a plurality of the votes cast for the office shall be elected. In the event of a tie vote, the candidates shall resolve such tie by lot, except in the case of a tie for the office of President, in which case there shall be a re-election between only the candidates who have tied for the highest number of votes. The officers-elect shall take the office at the end of the term of the incumbent officers.
- D. The candidate receiving the highest plurality of votes for each office shall be declared elected, and posting of the results shall be within 24 hours of the election on the EAP website.
- E. During the period between the date of election and the end of the term of office no extraordinary expenditures of Association funds shall be made without the approval of the officers-elect and the membership.

ARTICLE X CONTRACT RATIFICATION

Section 1

- A. The Negotiating Committee shall present the proposed Memorandum of Understanding (herein after referred to as the MOU) to the membership at least two weeks prior to the ratification vote.
- B. Ratification of the MOU Contract will be conducted by secret ballot, as determined by the Executive Board. There shall be no proxy voting. Every member in good standing is entitled to one vote.
- C. There shall be an opportunity for members to vote throughout a specified 7-day period.
- D. Ballots will be counted by at least two Executive Board Members.
- E. Ratification of the Contract will pass with a majority of the ballots cast by the general membership.

Article XI Charges and Trials

A. Each member of this Association shall have the right to fair treatment in the application of rules and law in accordance with these By-laws. In applying the rules and procedures relating to Association discipline, the essential requirements of due process of law (notice, hearing, and judgment based on evidence) shall be observed, without, however, requiring the technical formality followed in courts of law. The Association adopts the following procedures:

B. Trials and Appeals.

1. Trial. The Trial Board shall consist of the Executive Board. Every member charged with a violation of these By-laws shall be accorded a full and fair hearing as required by law. No member of the Executive Board with a personal interest in the matter which is adverse to that of the charging party or accused shall sit on the trial board. If one or more Executive Board member is determined to have a conflict of interest, the remaining members of the Executive Board shall appoint a member as a replacement on that Trial Board. The officer alleged to be disqualified shall not vote on whether he or she is qualified to remain on the trial board. Any trial shall not be heard sooner than fifteen (15) days from when notice of the charges has been provided to the accused.
2. Charges. Any charges shall be in writing and signed by those filing the charges and must be filed with the President of the Association. The charges must set forth the specific provisions of these By-laws and the acts that constitute such violation. Any charge based upon alleged misconduct which occurred more than one year prior to the filing of such charges is barred and shall be rejected by the President.
3. Rights of the Accused. There shall be a presumption of innocence. In order for a charge to be sustained, the charges must be supported by a preponderance of reliable evidence and a majority of the members of the trial board must vote to find the charged party guilty. The accused shall have the right to present his or her own evidence, rebut testimony, present favorable or exculpatory evidence and cross-examine witnesses. The hearings shall be open to other members, subject to the discretion of the Executive Board.
4. Action by the Executive Board. The Executive Board shall have the authority to determine the manner of reporting the hearings and shall have authority to exclude any method not authorized by it. Within a reasonable time after completion of the hearing, the Executive board shall decide the case. The decision of the Executive Board shall be in writing and contain the charges, its own factual finding and decision, and a notice to the parties informing them of the proper appeal procedures, and the time within which the appeal must be filed. A copy of the decision of the Executive Board must be forwarded to the parties without delay. A copy of all documents in

the proceedings shall be kept available until final disposition is made of the charges.

5. Appeals. Appeals may be taken to the general membership.
6. Removal of Officers. If any member wishes to have an officer removed or suspended from office for conduct detrimental to the welfare of the Association, the member shall follow the same procedures as set forth above.

ARTICLE XII ASSOCIATION FUNDS AND PROPERTY

Section 1

The title to all property, funds and other assets, belonging to Association is vested in the Executive Board for exclusive use of the membership in carrying out the purposes of the Association. Membership in Association shall not vest any person with title, right or interest to funds, property or assets belonging to the Association.

ARTICLE XIII PARLIAMENTARY AUTHORITY

Section 1

The rules contained in Robert's Rules of Order, revised, shall govern meetings of this organization in all cases to which they are applicable and in which they are not inconsistent with the bylaws.

Section 2

- A. Proposed amendment to the By-laws shall be submitted in writing by (1) a petition of seven (7) members, or (2) by resolution of the Executive Board. Under no circumstance may these By-laws be amended to affect or modify the powers and duties of incumbent officers during a term of office.
- B. Prompt notice of the proposed amendments shall be provided to the membership, and available at the next membership meeting. The voting shall take place as directed by the Executive Board. A majority vote of the ballots cast by the general membership shall be required for passage.