

CARSON-TAHOE HEALTHCARE EMPLOYEES ASSOCIATION, INCORPORATED  
OF THE STATE OF NEVADA

BY-LAWS  
(as amended March 28, 2017)

ARTICLE ONE - NAME:

The name of this organization shall be the Carson-Tahoe Healthcare Employees Association, Incorporated of the State of Nevada, to be hereinafter referred to in these By-Laws as CTHEA or the Association.

ARTICLE TWO – OBJECT:

- Section 1: The object and purposes proposed to be transacted promoted, or carried on by the Association are to unite and support the employees of Carson Tahoe Regional Healthcare, to collectively bargain with Carson Tahoe Regional Healthcare on wages, hours of work and other conditions of employment on behalf of the bargaining unit, to represent members of the bargaining unit on grievances and disciplinary appeals and to generally represent the interests and welfare of bargaining unit employees employed by Carson Tahoe Regional Healthcare, in accordance with the National Labor Relations Act, 29 U.S.C. §§ 151-169.
- Section 2: CTHEA shall not directly or indirectly contribute financially to the growth and influence of any political party or candidate for office.

ARTICLE THREE – MEMBERS:

- Section 1: Membership in CTHEA shall consist of all full-time or part-time employees, members of the bargaining unit, who have executed a membership application.
- Section 2: Application for membership and acceptance of same may be predicated upon receipt of a membership application. All members will pay dues each pay period upon application and acceptance of same.
- Section 3: The amount of the annual dues shall be determined by a majority of members voting by ballot, at the annual meeting, or at a special meeting called for this purpose.

## ARTICLE FOUR – BOARD OF DIRECTORS AND OFFICERS:

- Section 1: The Board of Directors shall consist of nine members, at-large, five of whom are elected at the Annual Meeting during odd numbered years for two-year terms and four of whom are elected at the Annual Meeting during even numbered years for two-year terms.
- Section 2: The Officers of the organization are President, Vice-President, Secretary and Treasurer. The Officers of the organization are elected by the Board of Directors for one-year terms at the Annual Meeting of the Association and must be members of the Board of Directors at the time of their election and during their term of office. In the event of a contested election for any Officer position, the Board of Directors shall vote by secret ballot.
- Section 3: Duties of the Board of Directors shall include all power and authority to conduct the affairs and business of CTHEA in the interim between meetings. EXCEPTION: Modifying any action taken by the membership at Special Meetings or Annual Meetings or amendment to procedures in Article Ten of these By-Laws.
- Section 4: The Board of Directors shall have the ability and discretion to carry out the purposes of the Association, including retaining attorneys, and/or other professionals, as the need arises. The President has the authority to make and implement decisions between meetings of the Board of Directors, but all such decisions are subject to ratification by the Board of Directors and Section 3 of this Article.
- Section 5: Unless otherwise restricted by the Articles of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee, may be taken if written consent is signed by all members of the Board or committee and such written consent is filed with the minutes of the proceedings of the Board or committee. Such written consent may be obtained by way of serial meetings, emails and/or telephone conversations.
- Section 6: A vacancy occurring in any elected position shall be filled by appointment of the Board of Directors. Any member so appointed shall serve the unexpired term of the position as appointed.
- Section 7: Members of CTHEA are eligible to hold office as long as they are off introductory status and are members of the bargaining unit.
- Section 8: If a Member of the Board of Directors fails to attend fifty percent (50%) of regularly scheduled meetings, three consecutive meetings or otherwise

fails to perform his/her duties, he or she may be removed from office by two-thirds (2/3) majority vote of the Board of Directors then in office.

Section 9: A member of the Board of Directors of this Association may be recalled from office for the following reasons: Acts which would discredit the Association and prevent the Association from carrying out the best interests of its membership; or, failure to remain a full member in good standing in the Association. A recall election may be initiated by a petition to the Board of Directors signed by at least twenty-five percent (25%) of the members in good standing in the Association. Such a petition shall contain any allegations against any member of the Board of Director(s) and any other justification for such recall election. Recall elections shall be by secret written ballot according to the provisions of Article Eight.

#### ARTICLE FIVE – AUDITING PRACTICE AND PROCEDURES

The Board of Directors shall maintain best efforts to ensure CTHEA Funds and other assets are properly accounted for.

At the time of the filing of CTHEA’s Annual Financial Report (“Report”), filed with the U.S. Department of Labor’s Office of Labor-Management Standards, the Board of Directors shall appoint an Auditor, who is not an Officer, to perform an internal audit of CTHEA’s finances.

The Auditor shall:

1. confirm the reliability and completeness of CTHEA’s disbursement records by tracing cancelled checks to the bank statements and disbursements journal/check stubs for at least two (2) months covered by the Report;
2. scan the disbursements journal/check stubs for the entire year covered by the Report noting any unusual entries and review the supporting bills, vouchers, invoices, and membership meeting minutes confirming each of the noted entries were properly authorized;
3. confirm that dues checkoff from Carson Tahoe Regional Healthcare receipts are properly recorded in CTHEA’s receipts records and deposited into CTHEA’s bank account by tracing the checkoff receipt entries from the journal to related entries on CTHEA’s bank statement for at least two (2) months covered by the Report;
4. confirm that receipts from all other sources have been properly recorded by selecting at least two (2) months in which non-dues money coming into CTHEA has been properly recorded in CTHEA’s receipts records and deposited into CTHEA’s bank account, confirming the amount and frequency of the entries are appropriate;

5. identify all bank accounts, verifying their ending balances, and review withdrawals and transfers;
6. have the Treasurer provide an inventory of all fixed assets and their locations and confirm any missing items were properly disposed of in accordance with these By-laws;
7. confirm that the Report for the latest completed fiscal year was filed on time;
8. confirm CTHEA's financial records are sufficient to clarify and/or verify the information shown within the Reports and are being properly maintained for a period of five years following each Report;
9. confirm that all Officers who handle funds are bonded for at least ten percent (10%) of the receipts and assets handled by the Officers during the year covered by the Report;
10. confirm that no Officers, Board Members, or members were loaned any funds by CTHEA during the year covered by the Report;
11. provide a written report of the findings to the Board of Directors at the next meeting, disclosing problems, if any, how they were resolved, any unresolved problems and make any appropriate recommendations to the Board;

Upon receipt of the Auditor's report the Board of Directors shall resolve any problems identified by the Auditor that have not already been resolved and shall determine whether an outside audit needs to be conducted.

#### ARTICLE SIX – MEETINGS:

- Section 1: The Annual Meeting of CTHEA, open to members and invited guests, shall be held in the month of August of each year, and the Board of Directors shall set the time and place for the meeting. At the Annual Meeting, reports from the Board of Directors and Standing Committees will be heard, and the Annual Election of the Board of Directors and Officers will take place. The Board of Directors will meet at least four (4) times per year, which may include the Annual Meeting.
- Section 2: Regular or special meetings of the Board of Directors may be called as necessary upon notice by the President or two-thirds (2/3) of the Directors then in office. It shall require the presence of a majority of the currently serving members of the Board of Directors in person and/or by proxy, to constitute a quorum.
- Section 3: Regular or Special Meetings of the membership open to members and invited guests may be called by the Board of Directors, or upon the written request of twenty percent (20%) of the members. It shall be the

responsibility of the President to ensure that an attempt is made to contact all members prior to any special meetings.

Section 4: Announcement of Regular, Special, or Annual Meetings shall be posted on CTHEA bulletin boards at least ten (10) days prior to the meetings. Announcement of Special Meetings shall include the special reasons for calling said meetings.

Section 5: No Regular, Special, or Annual Meeting of the membership shall be valid at which a quorum is not present and so certified by the President or the Acting President. Five (5) members, who may include members of the Board of Directors present in person or by proxy, shall constitute a quorum.

Section 6: At any regularly called meeting of the Association the Board of Directors may, by majority vote, elect to go into Executive Session excluding therefrom all members not designated in the motion from the Executive Session. The purpose of the Executive Session shall be to discuss personnel or other sensitive matters.

#### ARTICLE SEVEN – PARLIAMENTARY AUTHORITY:

The rules contained in Robert’s Rules of Order, Newly Revised shall govern CTHEA and its Board of Directors in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws.

#### ARTICLE EIGHT – ELECTION PROCEDURE:

No funds received by this Association through initiation fees, dues, or assessments or otherwise, shall be contributed or applied to promote the candidacy of any person in election of the Board of Directors or Officers. This section does not prevent the expenditure from Association funds for notices, factual statements of issues, and other necessary expenses to conduct elections so long as they do not involve promotion of any candidate.

Section 1: The President shall appoint a Nomination Committee and a Tellers Committee to perform the duties herein set forth:

A. Nominations

(1) The Board of Directors shall determine the deadline for nominations.

(2) The Nomination Committee shall solicit and interview members for nomination to the Board of Directors of the Association.

(3) Subject to the provisions contained herein, any member who is or will have been a member of the Association for at least one year prior to the deadline for nominations may elect to place his or her name in nomination for one (1) office.

(3) In order for an eligible individual to have his or her name placed on the ballot, said candidate must provide written consent to the nomination by the Nomination Committee.

(4) The Nomination Committee will determine if a member is eligible to hold office in accordance with these By-Laws, before placing the name on the ballot.

(5) Unsolicited nominations by Association members must be given in writing to the Nomination Committee for processing at least forty-five (45) days in advance of the election.

#### B. Ballots and Voting

(1) The Nomination Committee will distribute to all members a printed ballot, the preparation and distribution of which will be by whatever method the Committee determines will allow maximum participation of the members.

(2) Voting for the Board of Directors of CTHEA will be conducted two (2) weeks prior to the Annual Meeting.

(3) Members may vote by returning their ballot by whatever method the Nomination Committee determines will allow maximum participation of the members.

(4) Only members in good standing will be eligible to vote.

(5) If all the nominees for the Board of Directors of CTHEA are running unopposed, ballots will not be printed and the Secretary shall cast one vote for each nominee at the Annual Meeting and the Tellers Committee shall report the results of the election to the membership.

C. Tellers Committee

(1) Three (3) members will be appointed by the President to act as the Tellers Committee.

(2) The Tellers shall appoint one of their members as Chairperson of the Committee.

(3) At the Annual Meeting, the Tellers Committee will receive the ballots and, thereafter, will count the ballots.

(4) The Tellers Committee will then report the results of the election to the membership.

(5) It will be within the discretion of the Tellers Committee to determine the validity of all ballots.

(6) No Tellers Committee member may be a nominee for the Board of Directors on the ballot being counted.

Section 2: The following procedures shall apply to any CTHEA member challenge of the election results:

- A. Any member wishing to challenge or otherwise protest the election must provide a written statement of his or her challenge and the reasons thereto, to the Chairperson of the Tellers Committee within ten (10) days of the Committee's report of the election results to the membership.
- B. The Chairperson will conduct an investigation into the allegations made by the member and within ten (10) days of receipt of the challenge will provide the member with his or her written conclusions.
- C. If the Chairperson's determination is adverse to the member's challenge, the member may appeal to the entire Tellers Committee within ten (10) days, and the Tellers Committee shall set a hearing date at the earliest convenience in which the member may present his or her challenge. The Tellers Committee's decision shall be final.
- D. If the Chairperson determines that the member's challenge may have merit, the Chairperson will present his findings to the entire Tellers Committee, which shall decide whether to uphold the challenge and overturn the election by a majority vote of the entire Tellers Committee, or to take other appropriate remedial action.

- E. If the election is overturned, the special election procedures outlined below in section 3 of Article Eight of these By-laws control, and the former Board Members will continue in their office until a special election can be held.
- F. Unless and until a decision is made by the Tellers Committee to overturn the election results, all newly elected Board Members shall perform the duties and functions of their duly elected office.

Section 3: Special Elections

- A. A ballot shall be drawn up by the Board of Directors.
- B. Said ballot will be distributed to all members.
- C. A method for the return of ballots will be established.
- D. A specific period will be set aside to allow voting on the issue.
- E. The Board of Directors will appoint a committee of three (3) members to count ballots and report the results.
- F. After receipt of the committee report, the Board of Directors will report the results to the general membership.

ARTICLE NINE – NEGOTIATING COMMITTEE:

Upon adoption of these By-Laws, the Board of Directors is hereby authorized to appoint a Negotiating Committee to negotiate and execute a Collective Bargaining Agreement for and on behalf of the Association, bargaining in accordance with the National Labor Relations Act, 29 U.S.C. §§ 151-169.

ARTICLE TEN – AMENDMENT OF BY-LAWS:

These By-Laws may be amended by a majority vote of the members present at the Annual or at any Special Meeting called for that purpose. Any such amendment shall be proposed by the Board of Directors, or by a Committee appointed by the President. All members shall be given notification of the proposed amendment and the meeting at least twenty (20) days prior to the date of the meeting.



ARTICLE ELEVEN – MEETING TIMES:

The Board of Directors shall make every effort to ensure that meetings are scheduled so as to allow the greatest number of members to attend. The possibility of alternating the times for meetings or the holding of more than one meeting per month shall be considered.

ARTICLE TWELVE – STANDING AND SPECIAL COMMITTEES:

Section 1: A. The President, with the approval of the Board of Directors, may appoint the Chairman and members of the following Standing Committees:

Insurance  
Negotiations  
Grievance  
Membership and Public Relations  
Labor-Management  
Safety

B. The President, with the approval of the Board of Directors, shall appoint the Chairman and members of such Special Committees as the Board of Directors may deem to be required in the interest of the Association.

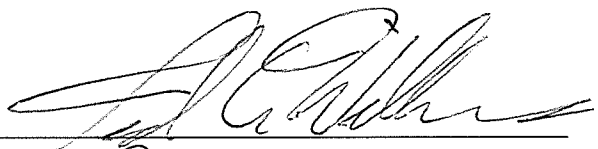
C. The President shall delineate the structure and responsibilities of all Standing or Special Committees.

ARTICLE THIRTEEN – ASSOCIATION SPOKESPERSONS:

Section 1: Only the President of CTHEA, and/or its attorney, may act as spokespersons for the Association. EXCEPTION: Specifically appointed individuals may, when directed by the President, speak for the Association on a particular matter, when deemed necessary by the President.

Section 2: No individual may act in a private capacity to usurp the above authority.

**IN WITNESS WHEREOF**, the undersigned President and Board Members have affixed their hands, this 28<sup>th</sup> day of March, 2017.

PRESIDENT: 

SECRETARY/ATTEST: 

BOARD MEMBER: 