

# **University of Michigan Professional Nurse Council Bylaws**

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Bylaws Committee:

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## **Article I Name**

The name of this organization shall be the University of Michigan Professional Nurse Council (UMPNC).

## **Article II Objectives**

The objectives of UMPNC shall be:

- A. To provide the voice for the membership in determining wages, hours, and general working conditions under which they practice.
- B. To provide expert, quality care to our patient population and to work towards continuous improvement within our profession, and to foster, develop, engage in, and collaborate with other health professionals, collective bargaining associations, and the public in promoting community efforts to meet health and social needs.
- C. To promote professional growth and encourage active participation in activities at the local (UMPNC), state (Michigan Nurses Association, MNA), and national levels.
- D. To provide representation for all our members to bargain collectively with respect to wages, hours, and other terms and conditions of employment. To negotiate written agreements with the employer to achieve benefits and working conditions at all levels that are commensurate with the skill and expertise required of its members.
- E. To help educate UMPNC members in the process of negotiation and implementation of the collective bargaining agreements.
- F. To Support and advocate for nurses and patients on all public policy matters at the local, state, and national levels related to safe care and nursing practice.
- G. To build a democratic union that demonstrates that workers should be empowered to make decisions that affect them in their union, in the workplace, and in society at large. To create a union that recognizes that decisions that affect members should largely be accorded through the will of the members.

## **Article III Membership and Dues**

- A. The members of UMPNC shall be:
  - 1. those graduate nurses and registered professional nurses employed by the University of Michigan who are eligible for UMPNC representation according to the collective bargaining agreement.
- B. Those who have paid membership dues to the Michigan Nurses Association, and the Nurse Council, and whose membership has not been revoked for violations of the MNA or Nurse Council Bylaws.
- C. To be in good standing a member must not be in arrears in payment of dues and whose membership has not been revoked for violations of these bylaws.
- D. Only nurses who are members of UMPNC shall have voting privileges.
- E. The members of this Nurse Council shall adhere to the policies, Bylaws, and the Economic and General Welfare philosophy of the Nurse Council and MNA.
- F. UMPNC dues shall be determined by the membership by secret ballot. Any dues change shall be proposed by the Finance Committee.
- G. Those members of the UMPNC who have assumed temporary supervisory or management positions such as, but not necessarily limited to, an Interim Nurse Supervisor or an Interim Clinical Nursing Director shall not be members of UMPNC.

## **Article IV Disciplinary Process**

- A. Members of UMPNC may be subject to censure, expulsion, or fine by UMPNC following a two-thirds vote of members voting for the following:
  - 1. violation of the Bylaws of this UMPNC or;
  - 2. conduct or acts of a nature deemed injurious to UMPNC, its Officers or members, including conduct or acts during a job action authorized by UMPNC
- B. No such action shall be taken against a member until such a member has been served with written specific charges, given a reasonable time to prepare any defense, and offered an opportunity for a full and fair hearing.
- C. Members suspended or expelled under provisions of this article shall be eligible for reinstatement upon application approved by a two-thirds secret vote of the membership.
- D. All action taken under these Bylaws shall be in accordance with established policies and procedures for handling alleged violations.

## **Article V Officers and their Duties**

1. The Officers of UMPNC shall be the President, Vice President, Secretary, Treasurer, and Dispute Chair.

### **A. The President shall:**

1. Preside at all meetings of UMPNC.
2. Be an ex-officio member of all committees except the Nominations Committee.
3. Appoint any specific committee as needed, subject to approval of the Executive Committee
4. Serve as Chief Negotiator
5. Implement the contract
6. Ensure the proper allocation of resources from local, state, and national associations to fulfill UMPNC's objectives in these bylaws, in consultation with the Executive Committee
7. Ensure that the UMPNC officers and leaders are performing their roles and duties as outlined in these bylaws

### **B. The Vice President shall:**

1. Perform the duties of the President in the absence of the President and assume the President title in the event of a vacancy within that office
2. Serve as an ad hoc member of the Negotiation Committee
3. Assist the President in their duties as needed
4. Implement the contract

### **C. The Secretary shall:**

1. Post or send out notices of regular meetings and send out notices of other meetings
2. Keep the minutes of the meetings and post minutes a secure website
3. Notify the affiliated organizations of current Officers, Representatives, and committee members as applicable
4. Maintain, revise, and update UMPNC website.

### **D. The Treasurer shall:**

1. Review the collection Reports from affiliated organizations to UMPNC
2. Assure the deposit all monies belonging to the organization in the name of the organization, in a federally insured financial institution approved by the Executive Committee

3. Keep an itemized account of all receipts and disbursements, and provide written reports at least quarterly of UMPNC's income and expenditures to the Executive Committee and available to the membership.
4. Pay all bills as directed by the Executive Committee. In this regard, is authorized to pay all monthly bills including, but not necessarily limited to, the rent and utilities. To pay for those non-monthly bills which entail major expenditures outside of the approved budget, the Treasurer must have approval from the Executive Committee.
5. Keep a permanent record of all financial transactions.
6. Serve as a member of the Finance Committee.
7. File all necessary tax forms relating to the operation of UMPNC.
8. With assistance from the Finance Committee, construct an annual 12-month budget due December 1st of each year to be submitted for approval to the Executive Committee and available for review by the membership and the MNA Board of Directors. This Budget will become effective on January 1st of each year.
9. Assure that any other member who is authorized to write checks and utilize credit cards, is appropriately bonded or otherwise insured in order to protect the funds of the group.
10. Stay current with and make recommendations to adjust the organization's financial policies and procedures according to the Best Accounting Standards and Practices of similar organizations.

E. The Dispute Chair shall:

1. Maintain excellent communications with the President and Vice President on the status of disputes as those disputes relate to contract implementation and negotiations
2. Serve as an ad hoc member of the Negotiation Committee
3. Oversee the step one dispute procedure
4. Administer the step two dispute procedure
5. Collaborate with the President, Vice President, and Education Committee in providing education regarding collective bargaining, general labor law, and the dispute resolution procedure to the Chief and District Reps
6. Advise and direct the Chief and District Reps in performing their duties concerning the enforcement of the Collective Bargaining Agreement
7. Report to the Executive Committee on the status of all disputes
8. Serve as an Ex-Officio on the Bylaws Committee

2. All elected or appointed Officers or Representatives of UMPNC in the exercise of their discretionary duties, may act solely in their best judgment upon the facts brought to their attention without liability for errors in judgment and with complete immunity of liability of losses, damages, or liabilities sustained by UMPNC, the Union, or the

employer as long as UMPNC Officers or Representatives have acted in good faith. If the Officers or Representatives are sued as a result of their participation in UMPNC, those UMPNC officials will be indemnified for their costs in defending such a suit as long as the Officers or Representatives have acted in good faith.

3. All UMPNC Officers and Representatives, during a time of transition of Officers and Representatives, shall deliver all books, records, funds and property of UMPNC to their successors in office by the first day of the successors term of office.

## **Article VI Representation Structure**

- A. Representation Areas: There will be no less than 6 representation areas.
- B. Chief Representatives: There will be one Chief Representative from each area.
  - 1. Functions:
    - a. While having a specialized understanding of their area, represent the entire membership in the process of contractual negotiations.
    - b. Implement and enforce the contract.
    - c. Represent individual members fairly in the dispute resolution process.
    - d. Coordinate the activities of District Representatives.
    - e. Serve as a member of the Executive Committee and Leadership Committee
    - f. Attendance at representative training sessions
    - g. Attendance at Executive Committee meetings and Leadership Committee meetings
    - h. Attendance at General Membership meetings
    - i. Encourage and recruit membership
    - j. Recruit members for engagement in activities
    - k. Maintain regular communications with District reps and members in their area
    - l. Actively participate in the dispute procedure by: Knowledge of the contract, dispute preparation, filing of step one disputes, notify the Dispute Chair of and assist with step two disputes, keep all notes on file with the UMPNC office.

- C. District Representatives: Each area may have one or more District Representatives as determined by the Executive Committee.
1. Functions:
    - a. Serve in an advisory capacity to the negotiation team and the Executive Committee.
    - b. Assist the Chief Representatives in the implementation and enforcement of the contract.
    - c. Assist the Chief Representatives in representing individual members in the dispute resolution process.
    - d. Serve as a member of the Leadership Committee.
    - e. Serve as a member on one committee, other than the Leadership Committee.
    - f. Attendance at representative training sessions
    - g. Attendance at Leadership Committee meetings
    - h. Attendance at General Membership meetings
    - i. Encourage and recruit membership
    - j. Recruit members for engagement in activities
    - k. Maintain regular communications with other District reps and members in their area
    - l. Actively participate in the dispute procedure by: Knowledge of the contract, dispute preparation, filing of step one disputes, notify the Dispute Chair of and assist with step two disputes, keep all notes on file with the UMPNC office.

## **Article VII Committees**

- A. Committees shall be composed of members of UMPNC and shall assume such duties as are assigned by the Executive Committee, and specified by the Bylaws of this Nurse Council.
- B. UMPNC shall have the following committees: Executive, Nominations, Finance, Bylaws, Education, Leadership, Membership and Negotiations.
1. The Executive Committee shall:
    - a. Consist of the Officers and Chief Representatives.
    - b. Establish policies and provide for the transaction of business.
    - c. Provide for the adoption of the financial policies and the budget.
    - d. Establish standing and special committees as necessary.
    - e. Make appointments and fill vacancies as necessary.



- f. Assume such other duties as may be provided for elsewhere in the Bylaws.
  - g. Define representation areas as necessary.
  - h. May appoint unit-based representatives to assist in the implementation of the collective bargaining Agreement.
- 2. The Nominations Committee shall:
  - a. Consist of no less than three (3) members
  - b. Be elected by the membership
  - c. Solicit nominees from the membership to run for offices and other selected positions.
  - d. Assume responsibility for conducting elections.
- 3. The Finance Committee shall:
  - a. Consist of no less than three (3) members, one of whom shall be the Treasurer
  - b. Be appointed by the Executive Committee.
  - c. Act in an advisory capacity to make budgetary recommendations to the Executive Committee.
  - d. Assist the Treasurer in the construction of the annual UMPNC budget.
- 4. The Bylaws Committee shall:
  - a. Consist of no less than three (3) members, one of whom shall be the Dispute Chair
  - b. Be appointed by the Executive Committee
  - c. Provide an ongoing review of existing Bylaws, suggest revisions and amendments as necessary, minimally every two years.
  - d. Present proposed amendments and revisions to the membership as provided for in Article XI.
- 5. The Education Committee shall:
  - a. Consist of no less than three (3) members
  - b. Be appointed by the Executive Committee
  - c. Provide the Leadership Committee a structured education program concerning collective bargaining, the dispute resolution procedure, and general labor law.

- d. Along with the Officers this committee is responsible for developing and carrying out UMPNC's educational goals. Interested and capable members should be developed as front line UMPNC educators. These individuals will be trained to facilitate UMPNC educational training. Potential educational goals:
    - New and ongoing Representative training
    - New member education
    - Collective bargaining education
    - Dispute resolution procedure education
    - General labor law education
6. The Leadership Committee shall:
    - a. Consist of the Officers, the Chief Representatives, and District Representatives.
    - b. District Representatives will serve in an advisory capacity to the Executive Committee.
  7. Membership Committee shall:
    - a. Consist of no less than three (3) members
    - b. Be appointed by the Executive Committee
    - c. Provide members with opportunities to become involved with current processes
    - d. Distribute updates to members.
    - e. Coordinate the involvement of members in organizing.
    - f. Establish and improve efforts of internal organizing.
  8. Negotiation Committee shall:
    - a. Consist of the President, Vice president (ad hoc), Dispute Chair (ad hoc), and Chief Representatives
    - b. Appoint additional members, by consensus of the committee, to serve in an advisory capacity as necessary.
    - c. Negotiate to reach a tentative agreement with the employer
    - d. Work with management to implement the contract upon ratification

## **Article VIII Elections/Appointments/Terms of Office**

- A. The President, Vice-President, Secretary, Treasurer, and Dispute Chair will be elected every three years, to serve a three-year term until their successors have been duly elected and qualified.
- B. Chief and District Representatives will be elected every three years, to serve a three-year term until their successors have been duly elected and qualified
- C. Members of the Nominations Committee will be elected every three years, to serve a three-year term until their successors have been duly elected and qualified
- D. Members of the Finance Committee, Bylaws Committee, Education Committee, and Membership Committee will be appointed by the Executive Committee to serve a three-year term. The newly elected Officers and Chief Representatives following each election cycle will make these appointments.
- E. All newly elected officials will assume office on the first day of business in January following the election, except that, in the event elections take place during contract negotiations, the Negotiation Committee that was in office at the start of negotiations will complete negotiations through ratification. The newly elected President, Vice-President, Dispute Chair, Chief and District Representatives will assume duties other than negotiation on the first day of business in January following elections and will assume negotiation responsibilities following ratification of the new contract.
- F. All newly appointed officials shall take office immediately following notification of their appointment.
- G. Members of UMPNC will be notified at least one month prior to elections of the offices to be filled, and the method and deadlines for submitting nominations. Before the ballot is completed, a membership meeting must be held to allow additional nominations from the floor. The membership must be notified at least two weeks prior to the meeting, of the date, time, and agenda for that meeting.
- H. Elections will be held by secret ballot. Ballots will provide opportunity for write in candidates. Any write in candidate for an Officer or Representative position must have at least twenty-five votes to assume office.
- I. The candidate who receives the highest number of votes within each office will be elected. In the event of a tie, a witnessed coin toss will determine the winner.
- J. The Nominations Committee will appoint a Chief Teller from the current or retired UMPNC membership who will be responsible for the overseeing the counting of all ballots, certifying the election, and reporting the results. The Chief Teller may not be a candidate for any office or a current office holder. The Chief Teller must be present to oversee the count, but need not participate in the counting process.
- K. When counting ballots, there must be at least two additional members present to serve as witnesses and to assist in the counting of ballots. These members may not be candidates for office or current office holders. Candidates for office retain

the right to observe the counting of ballots, but may not drive the selection of a date or time for the process to occur. Ballots and credentials of the voting body and other election records shall be kept on file for one year after the election.

- L. All elected and appointed officials shall be current members of UMPNC and MNA.
- M. Any vacancy will be filled by appointment of the Executive Committee until completion of said term or a special election is held.
- N. A member who has served at least half a term will be said to have served a term.
- O. Recall of any elected or appointed official may be instituted by petition by any UMPNC member with no less than 10% signatures of eligible voters. A majority vote of eligible voters shall be required to constitute a valid recall. Recall shall be successful if a majority of those voting vote to recall.
- P. Any member of the Leadership Committee shall be subject to removal from office if that member is absent from three (3) consecutive Leadership Committee meetings. Prior to any consideration of removal from office that member will be given at least two (2) weeks notice before the next scheduled Leadership meeting to prepare and offer explanation for such absences.
- Q. If the Nominations Committee considers an electronic voting system to conduct elections that system must comply with Department of Labor guidelines.
- R. Elections of Delegates to the Michigan Nurses Association (MNA) House of Delegates
  - 1. As allotted and in accordance with the MNA Bylaws, UMPNC shall elect from its membership, delegate(s) and alternate delegate(s) to serve in the MNA House of Delegates.
  - 2. Delegates to the MNA House of Delegates shall be required to:
    - a. Be a member in good standing of the MNA and the Nurse Council
    - b. Attend the MNA House of Delegates
    - c. Support the interests of UMPNC and MNA
    - d. Participate in activities that support the goals of UMPNC and MNA
    - e. Report to UMPNC membership regarding the delegate activities
    - f. Encourage membership input and participation with MNA initiatives
    - g. Delegates are the democratic leaders and will act in the interests of membership and UMPNC and MNA.
  - 3. Further, it is recommended for Delegates to the MNA House of Delegates to:
    - a. attend the MNA Leadership Council (MNALC) and become and remain informed of nursing and labor issues of importance at the local, state, and national levels.
  - 4. Rules for the election to the MNA House of Delegates
    - a. Elections shall be held by secret ballot and administered by the Nominations Committee.

- b. Proxy voting is not permitted.
- c. Write-in candidates are permitted. To be eligible to serve, any write-in candidate must receive three votes.
- d. Consent to serve for each candidate must be first obtained from all nominees and, subsequent to the elections from all elected write-in candidates. Such consent shall be given to a member of the Nominations Committee by the deadline cited by the Nominations Committee.
- e. Terms of office shall begin upon completion of elections.
- f. UMPNC members elected to the MNA House of Delegates shall be elected at large to serve two-year terms. Elections shall be conducted in odd years in accordance with time-lines established by the MNA.
- g. Delegates elected shall be assigned to fill the allotted number of Delegate seats as determined by the MNA with candidates fulfilling the allotted Delegate seats in highest to lowest vote sequence.
- h. In the event that there is a tie in the number of votes of any of the candidates, the Nominations Committee shall determine a fair, random, and open method to delineate the sequencing of Delegates and Alternative Delegates to serve at the MNA House of Delegates.
- i. After the Delegates have filled the allotted number of Delegate seats, the remaining candidates in highest to lowest vote sequence shall assume alternate Delegate status. If an elected Delegate cannot serve at a House of Delegates, the highest vote alternate Delegate shall assume the seat of the Delegate who cannot serve at that House
- j. Election ballots must be preserved for at least two years.
- k. MNA Certification of Elections Form shall be completed to report the University of Michigan Professional Nurse Council (UMPNC) Michigan Nurses Association Delegate(s) and alternate Delegate(s) election results and provide contact information per MNA guidelines. The Election Form or other designated MNA election report form shall be sent to the MNA no later than April 28 of each year.

## **Article IX Meetings**

A. Regular meetings of UMPNC shall be held at least quarterly. General membership meetings may have an area focus, but are open to the business of the entire membership. In order to conduct formal business, twenty-five (25) members constitute a quorum.

B. The Executive Committee and Leadership Committee shall meet at least quarterly, and otherwise at the discretion of the President. A quorum for the Executive Committee

shall consist of the President, or Vice President and one other Officer, plus a majority of the Executive Committee. The Executive Committee and Leadership Committee may meet jointly.

C. A ratification vote must be held in order to accept or reject the proposed negotiated agreement and for modifications proposed during the life of the contract. Only UMPNC members may vote. A majority of those voting is required for ratification of the tentative agreement. Members must be notified five (5) days in advance of the ratification vote. Prior to the vote, a membership meeting shall be held to allow members of the Negotiation Committee and members of UMPNC the opportunity to discuss the proposed changes to the agreement.

D. Special meetings may be called by the President and must be called by the Executive Committee upon written request of 100 members. Notification of this meeting and the agenda shall be made seven (7) days prior to the meeting. No business shall be transacted other than the business identified in the notification.

E. Prior to any job action:

1. A special membership meeting shall be held to discuss the proposed action.
2. Notification to the membership shall include date, time, location and agenda.
3. A majority of the membership present and voting must approve such action by secret ballot at, or immediately following the special meeting.
4. At least ten (10) days notification shall be given to the employer of any intended job action.
5. Notice shall be given to the MNA Board of Directors that UMPNC has complied with the provisions of this section.

## **Article X Parliamentary Authority**

For the purpose of meetings where UMPNC by laws do not clearly apply, the current edition of Robert's Rules of Order shall govern the meeting.

## **Article XI Amendments**

1. These bylaws may be amended by a two-thirds vote of the members voting, provided fourteen (14) calendar days notice has been given and the proposed amendments have been made available to the membership.
2. These bylaws may be amended without previous notice-at any general membership meeting by 99% of the voting body present and voting.
3. A meeting shall be held prior to any vote of proposed bylaw changes to allow the membership the opportunity to discuss and propose additional amendments. Members shall be notified of this meeting and the agenda at least 14 calendar days prior to the meeting.

*\*Please note that the phrase "Nurse Council" in the above language is intended to be a synonym for "UMPNC."*