

REDBUD COMMUNITY HOSPITAL EMPLOYEE'S ASSOCIATION BYLAWS

ARTICLE 1 NAME:

THE NAME OF THE ORGANIZATION SHALL BE THE REDBUD COMMUNITY HOSPITAL EMPLOYEE'S ASSOCIATION HEREINAFTER REFERRED TO IN THESE BYLAWS AS "RCHEA"

ARTICLE 11 PURPOSE AND OBJECTIVES:

- 1. It shall be the purpose of the RCHEA to promote and protect the well-being of all represented employees by the creation and maintenance of an effective labor organization.**
- 2. It shall be the objectives of RCHEA:**
 - a. To assist members in the formation of collective bargaining units and when lawfully certified, act as the bargaining agent for said units in negotiations with employers.**
 - b. To represent individual members or groups of members in grievances or appeals.**
 - c. To provide a vehicle for the enhancement of educational and economic needs of the members.**
 - d. To utilize other lawful concerted activity designed to promote the general welfare and mutual interest of the membership.**

ARTICLE 111 MEMBERSHIP:

- 1. Regular Membership in RCHEA will be extended to active or honorary retired employees of the Adventist Health-Redbud Community Hospital (also known as Adventist Health Clearlake Hospital).**
 - a. Participating membership will consist of those who pay dues to RCHEA through payroll deduction or direct payment to the association. These members will have full voting rights on**

association matters, right to representation, and will be covered by all Articles in the MOU.

- b. Non-member will consist of those who contribute to a charitable organization designated by RCHEA in lieu of dues. These non-members will have the right to representation and be covered by all Articles in the MOU, but will not have voting rights on association matters or be included in any monetary gifts.
- c. Participating members and non-members of RCHEA shall be entitled to all rights and privileges of RCHEA as set forth by these bylaws.

2. Membership in RCHEA shall terminate by death, or by termination of employment as per the existing MOU.

ARTICLE 1V. BOARD OF DIRECTORS:

1. The governing body of the RCHEA shall be the Board of Directors. The Board of Directors shall consist of one (1) elected to serve as President; one (1) elected to serve as Vice-President; one (1) elected to serve as Treasurer; one elected to serve as Secretary and one (1) elected to serve as Member at Large.
2. Nominations for the Board of Directors will be made at a special October general meeting of the election year. Nominations will only be accepted by those present at the meeting with the following exceptions:
 - a. Those employees scheduled to work the night of the meeting, and/or
 - b. Because a regular quarterly general meeting was not called during October (See V11.1
 - c. Then in both cases, an employee may submit a ballot nomination signed by the person nominating and the person nominated.

- 3. Elections of the officers will be held at the last regular quarterly general meeting. Voting will be by members present at the meeting with the exception of those required to work or other legitimate reason deemed by the Board of Directors, who may then submit ballots by proxy.
 - a. Proxy ballots shall be available two (2) weeks prior to the voting meeting date.**
 - b. . Installation of new officers will be held at the first regular quarterly general meeting.**
 - c. Any changes to the above described proxy procedure will be established by the Board of Directors and published to the general membership prior to nominations and the election of officers.****
- 4. The Board shall consider all matters affecting RCHEA, shall make recommendations to the general membership as the need arises and shall adopt such policies and/or procedures, or take such executive action as is deemed desirable or necessary within the limitation set forth in these bylaws.**
- 5. No later than November (or the last regular quarterly general meeting) of each year, the Board shall have prepared and shall approve a budget of estimated income and expenditures to implement the operation and programs of RCHEA of the succeeding fiscal year.**
- 6. RCHEA will conduct a yearly review of all records and ledgers by an accountant or bookkeeper. The records, ledgers, and the review will be utilized for tax purposes and any necessary governmental reporting.**
- 7. Regular meetings of the Board of Directors shall be held at least once every three (3) months at a time and place designated by the President by notification in writing or orally to each member**

of the Board of Directors. Attendance of three fifths (3/5) of the five (5) Board of Directors shall constitute a quorum for the conduct of business. A special meeting may be called by the President by notification in writing or orally to each member of the Board of Directors. Upon written request of three (3) or more members of the Board, the President shall call a special meeting. Special meetings shall be held at such time and place as may be specified by the President.

- a. If any officer or director is absent for three (3) consecutive regular meetings, for reasons other than personal illness, illness in the family, vacation, absence in official business, or as deemed “excused” by the President, his/her office may be declared vacant by three fifths (3/5) vote of the directors present and voting.**
 - b. The office of any officer or director shall be declared vacant when that officer becomes delinquent in his/her dues to RCHEA or separates him/herself from his/her employment other than retirement.**
 - c. The Board of Directors, by a majority vote of those present at a duly constituted meeting, shall designate a member of the board to assume the duties of an office declared vacant, for the un-expired portion of the term of the office.**
 - d. Vacancies in the Board of Directors may be filled by a majority vote of the remaining directors, though less than a quorum, or by sole remaining director, and each director so elected shall hold office until a successor is elected in accordance with these bylaws.**
- 8. At the last regular quarterly general meeting of the Board of Directors, the Board shall announce the new Board of Directors**

that will be installed into office the following first regular quarterly general meeting of the new year.

- a. The President shall be the chairman of the Board of Directors of RCHEA and shall preside over and conduct all meetings by formal order of business, shall have general supervision and direction of the affairs of RCHEA in accordance with the bylaws, shall have authority to administer all matters not otherwise expressly delegated, shall appoint all committees, and call all special meetings of the RCHEA.
- b. The Vice-President shall perform duties of the President during the latter's absence.
- c. The Treasurer shall keep a financial account of all monies of RCHEA and submit a quarterly financial statement in writing to the Board of Directors. Books shall be made available to RCHEA Board of Directors for examination as directed by the Board of Directors.
- d. The Secretary shall keep minutes for all meetings of RCHEA and shall perform the usual duties of a secretary.
- e. The Member-at-Large shall serve as advisor to the President, and in other capacities as a president shall deem appropriate.

ARTICLE V BOOKS AND RECORDS

1. RCHEA shall maintain adequate and correct records, books and accounts of its business and properties. All such books, records and accounts may be kept in a principal place of business, or as deemed appropriate by the Board of Directors.
2. All records and books shall be open to inspection by the Directors and members from time-to-time and in a manner provided for in Section 1601 of the Corporation Code of California.

- 3. The original or copy of these bylaws, as amended and otherwise altered to date, certified by the Secretary, shall be open to inspection by the members of the Organization, as provided in Section 213 of the Corporation Code of California.**
- 4. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to RCHEA, shall be signed or endorsed by such person/persons and in such manner as shall be determined from time-to-time by resolution of the Board of Directors.**
- 5. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and behalf of RCHEA. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the association by any contract or engagement, or to pledge its credits, or to render it liable for any purpose or to any amount.**
- 6. RCHEA will bond all officers who handle cash checks on behalf of RCHEA.**

ARTICLE VI DUES AND ASSESSMENTS

- 1. Participating and non-members shall pay biweekly dues and/or fees as determined, from each regularly issued paycheck by a majority vote of members present and voting.**
- 2. Membership dues for retired employees shall be established by a majority vote of the Board of Directors.**
- 3. New employees shall be enrolled as a member commencing with the first pay period deduction after completion of their probation.**
- 4. Dues shall be delinquent if the member withdraws from the dues payroll deduction programs. Dues shall not be considered**

delinquent when the member does not receive a regular paycheck for any pay period.

- 5. No assessments, other than regular membership dues, shall be imposed upon, or demanded of, any member of the association, except upon a majority vote of the membership at a duly constituted general membership meeting.**
- 6. Members of the Board of Directors who have attended a majority of the Director meetings and general member meetings will be reimbursed their dues paid for the year.**
- 7. The Board of Directors may establish a policy to prorate dues and/or fees in recognition that full dues and/or fees may cause a hardship upon those employees working minimal hours in a pay period.**

ARTICLE VII MEETINGS

- 1. Regular RCHEA meetings will be held quarterly at a time and place specified by the Board of Directors.**
- 2. Special membership meetings may be called by the President, or a majority of the Board of Directors, and must be called by the President upon written request of ten (10%) percent of the total membership. No special meeting shall be held unless notice is served by the RCHEA Board of Directors. Such notice to state the time and place of meeting and the subject or subjects to be considered. For purpose of determining a vote on any association mater, a special main ballot to the entire membership may be legally substituted for a special meeting.**
- 3. A quorum at any membership meeting shall consist of ten (10%) percent of the total membership, provided reasonable notice has been given but not less than 72 hour notice, that membership of the time, place, and date of said meeting.**

ARTICLE VIII PARLIAMENTARY AUTHORITY

- 1. The rules contained in the latest edition of the Robert’s Rules of Order shall govern the meetings of RCHEA in all cases to which they are applicable and in which they are not inconsistent with these bylaws.**

ARTICLE IX CONFLICT OF INTEREST

- 1. No officer, director, executive director, or other paid employee of the Organization shall have any financial interest, direct or indirect. In any firm or organization with whom the organization transacts business as buyer, seller, sponsor of product or services, and no such employee shall receive gratuities or compensation from such sources.**

ARTICLE X AMENDMENTS

- 1. These bylaws may be amended at a general meeting or by mail ballot of RCHEA upon a majority vote of the members present and voting.**
- 2. Notice of proposed amendments to these articles must be submitted in writing to the membership present at a general meeting of all members.**
- 3. Upon adoption of these bylaws, the constitution and bylaws under which the Organization has operated heretofore shall be deemed repealed.**

Signed _____

Signed _____