

Constitution

of the

**UNITED TRANSIT LEADERSHIP
ORGANIZATION**

(Effective and Amended as of November 7, 2020)

CONTENTS

	<u>Page</u>
ARTICLE I Name	1
ARTICLE II Objectives	2
ARTICLE III Structure and Organization	3
ARTICLE IV Membership	3
ARTICLE V Finances	4
ARTICLE VI Meetings	5
ARTICLE VII Elections and Nominations	6
ARTICLE VIII Duties of Officers	7
ARTICLE IX Standing Committees	11
ARTICLE X Negotiations	13
ARTICLE XI Compensation	13
ARTICLE XII Amendments	13
ARTICLE XIII Effects of Declaration of Invalidity	13

PREAMBLE

In all large organizations, whether national, regional or multinational corporations, federal or state governments or not for profit corporations and charitable organizations, there are a host of middle level employees necessary for the organization to function properly. These employees are too high in the corporate structure to be considered labor and too low to truly be considered management. Regardless of the titles these employees are given, they are denied basic on the job legal protections because of their purported status as “managers” while concurrently they are denied the benefits to which true managers should be entitled such as salaries and fringe benefits commensurate with their responsibilities and reasonable opportunities for advancement.

As these employees are required to provide leadership for specified groups of lower ranking employees, we refer to them as “Unit Leaders.” Due to the pressure on Unit Leaders to conform and bow to the demands of management, they rarely attempt collective bargaining. This is true even where Unit Leaders are not “supervisors” as defined by United States labor law or “managers” as defined by state labor law and consequently they would be eligible for union representation.

It is the purpose of the United Transit Leadership Organization to gain a greater voice for those employees stuck in this organizational conundrum and to encourage all Unit Leaders to advocate for themselves in the best interest of themselves, as well as the best interest of organizations they serve and the people they lead.

ARTICLE I

Name

The name of this organization shall be the “United Transit Leadership Organization,” herein referred to as the “Association.”

ARTICLE II

Objectives

The objectives of this Association are to organize Unit Leaders engaged in the transportation and allied industries for the following purposes:

- (a) To improve their conditions of employment, their security and welfare, their moral, physical, social, financial and cultural status;
- (b) To provide mutual aid and protection;
- (c) To establish and maintain harmonious relations between employees and employers;
- (d) To promote efficient services to the public; and
- (e) To advance the best interests of the industry in which its members are engaged.

ARTICLE III Structure and Organization

Section 1. The membership is the highest authority within the Association.

Section 2. The authority of the membership shall be exercised at membership meetings, regular or special, or by delegating its authority as herein provided.

Section 3. Between meetings of the Association the Executive Board shall be the governing body of the Association and have complete authority as may be necessary to ensure the functioning and to carry out the business of the Association.

Section 4. The Executive Board shall be composed of a President, a Secretary, a Treasurer, an Executive Vice President, a Vice President for Bus Transportation, a Vice President for Bus Maintenance, a Vice President for Station Environment, a Vice President for Maintenance of Way, a Vice President for Rapid Transit Operations and a Vice President for Car Equipment, an Administrative Vice President and a Vice President for Benevolent Association members.

ARTICLE IV Membership

Section 1. All Unit Leaders engaged in the transportation industry are eligible for membership in the Association subject to the provisions of this Constitution, without regard to race, religion, color, creed, sex or national origin.

Section 2. There shall be four categories of members in the Association as follows:

(a) Bargaining Unit members: A bargaining unit member is a member who is employed in position subject to a certification or agreement naming the Association as the bargaining representative for such position. A bargaining unit member shall, upon payment of all financial obligations, or the signing of a proper dues deduction authorization, become an active member of the Association with all the rights, privileges and obligations herein set forth. Bargaining Unit members shall have voice, but no vote, on matters solely effecting Benevolent Association members.

(b) Benevolent Association members. A benevolent association member is a member who is not employed in a position subject to a certification or agreement such as is described in paragraph (a) above. A benevolent association member shall, upon payment of all financial obligations, or the signing of a proper dues deduction authorization, become an active member of the Association with all the rights, privileges and obligations herein set forth. Benevolent Association members shall have voice, but no vote, on matters solely effecting Bargaining Unit members. The determination as to whether a matter solely affects Bargaining Unit or Benevolent Association members shall be made by the President whose determination in this regard shall be final and binding upon all interested parties.

(c) Retired members: Whenever a member of the Association is retired he/she shall continue as a member with voice but no vote so long as the member is current in an annual dues obligation of \$50.00. Members who are retired shall not be eligible to hold office, although a member, who is an officer and becomes retired during his or her term of office shall be permitted to continue in office until his/her term has expired. No retired member will be able to run for any office of the Association.

(d) Honorary members: The President may designate as honorary members any individuals who merit such membership by virtue of their interest or contribution to the Association. Such honorary members shall be permitted to attend membership meetings with no vote and shall have the right otherwise to participate in the affairs of the Association with the permission of the President but they shall not be eligible to hold elected office.

Section 3. (a) An applicant for membership shall be required to complete and answer all questions on the application blank furnished by the Association and such application must be accompanied by the applicable initiation fee, if any.

(b) Applicants for membership may be disapproved by the Executive Board. The Executive Board's determination in this regard shall be final and binding upon all interested parties.

Section 4. Members suspended for nonpayment of dues or for any other reason shall be reinstated upon the payment of all back dues, and other financial obligations imposed by the Executive Board. Such reinstatements must be approved by the Executive Board. The Executive Board's determination in this regard shall be final and binding upon all interested parties.

Section 5. In addition to the duties set forth by the governing authority of the Association, it shall be mandatory for all members to do the following:

(a) To participate in any and all programs authorized by the Association.

(b) To conduct themselves at all times when participating in the affairs of the Association in an orderly and disciplined manner.

(c) To accept committee assignments.

(d) Not to use, or permit the use of, or cause to be used the title of the Association or any part of it for any purposes other than the Association's official business, unless written consent is first obtained from the Association, upon approval of its Executive Board. This provision shall not be construed to prohibit the use of the Association's name or parts thereof on literature used solely for election purposes, provided, however, that such use shall not be made to appear as an official action of the Association.

(e) All leaflets and literature for circulation purporting to state association policy or to advertise any official association activity, must have the approval of the President or his/her

designee before being posted and/or distributed. To participate in the posting, distribution or publication of unauthorized material may constitute a punishable offense against the Association.

(f) Actions called in the name of the Association or advertised as Association-wide, and use of Association resources for such actions, must be authorized by the Association's President.

(g) To keep the affairs of the Association within the members of the organization, unless the Executive Board otherwise approves.

(h) To abide and carry out all the decisions and policies of the Association.

(i) No Association member shall cause or attempt to cause the splitting off from the Association for representation by another union or association of any workers or group(s) of workers represented by this Association

(j) To abide and carry out all the decisions and policies of the Association.

Section 6. Any member's personal information must be protected by the Association and all of its officers and agents.

ARTICLE V

Finances

Section 1. (a) The bi-weekly dues of Bargaining Unit members shall be 1.2% of each member's gross base salary. Overtime pay shall not be subject to the 1.2%. Benevolent Association members' dues shall be twenty five dollars (\$25.00) bi-weekly.

(b) Dues increases and assessments, if any, shall be at the discretion of the Executive Board.

Section 2. Dues are payable on the first of every month. A member who is in arrears for more than two (2) months shall be suspended and shall not be reinstated until all of the dues delinquencies are paid and his/her reinstatement is approved by the Executive Board.

Section 3. All checks issued by the Association must have a minimum of two (2) authorizing signatures on them and no check may be issued with fewer than two (2) authorizing signatures.

ARTICLE VI

Meetings

Section 1. There shall be a minimum of five (5) membership meetings during each term of the Executive Board Officers. The President shall determine the dates, times and locations for such meetings. Notices of such meetings shall be mailed to each member postmarked at least thirty (30) calendar days prior to the membership meeting.

Section 2. Special meetings shall be called by at the President's discretion. No business other than that for which the special meeting is called shall be transacted at that meeting. Notice of special meetings shall be given by mail, postmarked no later than thirty (30) calendar days before the date of the meeting and such notice shall contain the purpose of said special meeting.

Section 3. A quorum for the conduct of business for the Executive Board shall be a majority thereof. A quorum for the conduct of business at membership meetings shall be 100 members or 10% of the membership whichever number is lower.

Section 4. The order of business at Executive Board and regular membership meetings shall be as follows:

- (a) Call meeting to order.
- (b) Pledge of Allegiance and moment of silence for our sick and departed members.
- (c) Roll call of Executive Officers.
- (d) Reading of minutes of previous meeting.
- (e) Financial Report.
- (f) Reports as may be required by the President.
- (g) Unfinished Business.
- (h) New Business.
- (i) Health and welfare.
- (j) Adjournment.

Section 5. No regular meeting may be adjourned without completing the above order of business, except when authorized by a majority vote of those members present and voting.

Section 6. The Executive Board shall govern the conduct of all membership meetings except as herein otherwise provided. In the event that a motion from the floor is made, seconded and carried on a matter involving changes to Association policy, the matter will not be implemented unless it is also passed by a majority of those present and voting at the next membership meeting or upon a vote by a mail ballot which must be passed by a majority vote of the returned ballots. Any motion seeking to change the structure of the Association or which would conflict with any portion of this Constitution shall be out of order and such motion may only be pursued as a constitutional amendment which shall be subject to the procedures for amendment set forth below.

Section 7. In the event of a deadlock on any vote at any Executive Board or Membership Meeting, the President shall cast the deciding vote.

ARTICLE VII Elections and Nominations

Section 1. The following officers shall be elected by the membership on an at large basis: President, Executive Vice-President, Vice-Presidents, Secretary and Treasurer

Section 2. (a) Notwithstanding any provision of this Constitution otherwise, such officers who are serving at the time this Constitution was initially adopted (November 15, 2017) shall continue in office from such date of adoption for a term of five (5) years. No less than ninety (90) days prior to the expiration of said term of office and every subsequent five year term thereafter, nominations for all Executive Board positions shall be made at a special membership meeting. Said meeting shall be run by an independent balloting organization such as the American Arbitration Association. At a nomination meeting, nominations for all Executive Board candidates shall be made and then seconded by seven (7) active members other than the nominator. Candidates nominated from the floor must be present at the nominations meeting when the candidate is nominated or signify acceptance in writing to the Secretary prior to the nomination meeting.

(b) The officers' election shall be held no later than thirty (30) days prior to the expiration of any such term of office, such date to be selected by the Executive Board. Elections shall take place by mail ballot by an independent balloting organization except any unopposed candidates shall be deemed unanimously elected. A member can only be nominated for one elected office.

(c) Election ballots will be mailed to all Bargaining Unit members no later than thirty (30) days following the nomination meeting specifying all candidates other than for the position of Vice President for Benevolent Association members. Benevolent Association members will be mailed a separate ballot within the same time frame specifying only the candidates for position of Vice President for Benevolent Association members. Any ballots received at the address provided by the independent balloting organization prior to the date of the election shall be counted. Any ballots received on the date of the election or thereafter shall be void. Any member of the Association who does not receive a ballot must contact the independent balloting organization conducting the election. The ballots will be counted by the independent balloting organization. The candidate who receives the highest percentage of returned ballots as counted by the independent organization will be declared the official winner and must take his/her elected office on the first day of the month in the month immediately following the election.

(d) All candidates nominated at the membership meeting will be provided with the name of the designated printer/mailer upon written request to the Treasurer. This designated printer/mailer will be the only one authorized to handle all mailings of campaign literature to the membership. The cost of providing such mailings will be paid by the candidate requesting the mailings.

Section 3. To be eligible to run and hold any office other than the Vice President for Benevolent Association members, a member must be a Bargaining Unit member in good standing current in all financial obligations to the Association for one year prior to the date of nomination and must have attended 75% of general membership meetings for the year prior to nomination. To be eligible to run and hold the office of Vice President for Benevolent Association members, the candidate must be a Benevolent Association member in good standing current in all financial obligations to the Association for one year prior to nomination and must have attended 75% of general membership meetings for the year prior to nomination.

Section 4. Although Executive Board members who retire may complete their term of office, no retired member of the Association will be able to run for any office of the Association. This Section 4 shall be inapplicable to those officers designated by the union membership as founding fathers: Mario Bucceri, Kenneth Acevedo and Daniel Hogan.

ARTICLE VIII Duties of Officers and Staff

Section 1. President:

- (a) Shall preside at all meetings of the Association and shall see to it that orders of the Executive Board and of the Association are faithfully executed.
- (b) Shall see that all officers of the Association fulfill the duties of their offices, and whenever he/she deems it necessary, shall direct the action not fulfilled by an officer to be performed by another. Such nonperforming officer shall be subject to charges and trial.
- (c) Shall appoint all committees not otherwise provided for in this Constitution and be an ex-officio member of all committees.
- (d) Shall hire all the necessary clerical help or personnel the Association may require.
- (e) Shall be allowed expenses for the execution of his/her duties as President to be approved by the Executive Board.
- (f) Shall be bonded in the amount not less than the sum of Ten Thousand Dollars (\$10,000).
- (g) Shall be one of the co-signers of checks.
- (h) Shall be one of the Trustees of all funds in which the Association is a participant and perform all the necessary duties entailed therein.
- (i) Shall be authorized to interpret this Constitution, and any provision thereof, such interpretation constituting the official meaning of any provision so interpreted.

(j) Shall be authorized to retain legal counsel, financial, audit, tax and other such professional advisors to the Association.

(k) Shall be entitled to legal services either by in house counsel or outside counsel at the Association's expense in case of lawsuits brought against the President by either a member of the Association or anyone outside the Association when related to the performance of his or her duties as President.

(l) In the event of the death, incapacity or resignation of any Executive Board member, the Executive Board shall select an eligible member as set forth in Article VII, Section 3 to fill the vacated office for the remainder of the term.

Section 2. Executive Vice-President:

(a) Shall assist the President whenever necessary and, in the absence of the President shall assume all his/her duties and responsibilities.

(b) Shall be bonded in the amount not less than the sum of Ten Thousand Dollars (\$10,000).

(c) Shall perform duties as assigned by the President.

(d) Shall be entitled to legal services either by in house counsel or outside counsel at the Association's expense in case of lawsuits brought against the Executive Vice-President by either a member of the Association or anyone outside the Association when related to the performance of his or her duties as Executive Vice-President.

Section 3. Vice-Presidents:

(a) Shall perform any duties directed by the President

(b) Shall be bonded in the amount not less than the sum of Ten Thousand Dollars (\$10,000).

(c) Shall be entitled to legal services either by in house counsel or outside counsel at the Association's expense in case of lawsuits brought against the Vice President by either a member of the Association or anyone outside the Association when related to the performance of his or her duties as Vice President.

(d) There shall be a Vice President for Benevolent Association members whose duties shall, under the President's direction, be confined to issues pertaining solely to Benevolent Association members. The Vice President for Benevolent Association members shall have voice but no vote on issues pertaining to Bargaining Unit members.

Section 4. Secretary:

- (a) Shall keep a correct record of all the minutes of all meetings of the Association.
- (b) Shall handle all the correspondence of the Association.
- (c) Shall read the minutes of the previous meeting and, when approved, shall permanently enter them in the minute book of the Association. Shall have the responsibility of sending out whatever notices may be required by the Association.
- (d) Shall have the responsibility for maintaining an attendance record of all Executive Board meetings and shall maintain a record of votes of the Executive Board on all matters where the vote is not unanimous.
- (e) Shall keep a proper membership book showing the date and number of certificates of membership, to whom issued, the facts and forfeiture or cancellation, if any; and notify all delinquent members, keeping a record of such notices.
- (f) Shall be bonded in the amount recommended by the Financial Committee from time-to-time but must not be less than the sum of Ten Thousand Dollars (\$10,000)
- (g) Shall be one of the Trustees of all funds in which the Association is a participant, and perform all the necessary duties entailed therein.
- (h) Shall be an ex-officio member of all standing committees.
- (i) Shall perform duties as assigned by the President.
- (j) Shall be entitled to legal services either by in house counsel or outside counsel at the Association's expense in case of lawsuits brought against the Treasurer by either a member of the Association or anyone outside the Association when related to the performance of his or her duties as Treasurer.

Section 5. Treasurer:

- (a) Shall be responsible for monies received, from dues collection or elsewhere, and the prudent disbursement of monies due and payable.
- (b) Shall be authorized to make disbursements in accordance with the direction of the President or Executive Board.
- (c) Shall be responsible for a proper, well-ordered set of books showing all income and disbursements, be the custodian of financial records and shall submit all records for inspection annually to the finance and audit committee. The Treasurer shall further make reports to the membership of all monies received and paid out by the Association, and shall make

available to the membership for their inspection a written annual audited financial report on all funds, as provided for in Article IX, Section 2.

- (d) Shall be one of the co-signers on all checks issued by the Association.
- (e) Shall be bonded in the amount recommended by the Financial Committee from time-to-time but must not be less than the sum of Ten Thousand Dollars (\$10,000)
- (f) Shall be one of the Trustees of all funds in which the Association is a participant and perform all the necessary duties entailed therein.
- (g) Shall be an ex-officio member of all standing committees.
- (h) Shall perform duties as assigned by the President.
- (i) Shall be entitled to legal services either by in house counsel or outside counsel at the Association's expense in case of lawsuits brought against the Treasurer by either a member of the Association or anyone outside the Association when related to the performance of his or her duties as Treasurer.

Section 6. Executive Board:

Executive Board meetings shall be at the call of the President upon reasonable notice under the circumstances. Any Executive Board member absent from three or more Executive Board meetings in any calendar year shall be subject to charges and trial. Any Executive Board member absent from any General Membership meeting without prior approval from the President, or in the case of the President, prior approval from the Executive Board, shall similarly be subject to charges and trial. Attendance at Executive Board meetings, but not General Membership meeting, may be by teleconference or video conference.

Section 7. Division Representatives and Assistant Division Representatives

The Executive Board shall nominate individuals to serve as Division Representatives and Assistant Division Representatives for the President's approval. A Division Representative and Assistant Division Representatives may receive stipends at the discretion of the Executive Board which shall also determine the amount of any stipend. There shall be no requirement that all Division Representatives and Assistant Division Representatives receive stipends and if more than one Division Representative or Assistant Division Representative is granted a stipend, the amount need not be uniform. The Executive Board shall also nominate for the President's approval Benevolent Association members as Group Leaders to serve the interests the Benevolent Association membership.

ARTICLE IX
Standing Committees

Section 1. In addition to all other committees, there shall be established the following

Committees:

- (a) Finance and Audit Committee
- (b) Constitutional Committee
- (c) Trial Committee

Section 2. The Finance and Audit Committee shall be composed of no less than three (3) members and the Treasurer, who shall have the authority to check any and all financial records of the Association. The Committee shall submit the financial books of the Association annually to a certified public accountant, chosen by the President, who shall conduct an audit, including an “internal control audit” (Detailed Audit) and a payroll audit, and present a written audited financial report to the Treasurer. The Treasurer at the next Executive Board meeting will present the report and make it available for the inspection of the membership.

Section 3. The Constitutional Committee shall be composed of no less than three (3) members. The Committee shall have complete and full authority to review any and all proposed amendments to the Constitution submitted in writing to the Secretary. If the submitted proposed amendment is approved by a majority of the Committee members, it may then be submitted for membership approval pursuant to the procedure set forth in Article XII.

Section 4. When it becomes necessary to provide a Trial Committee, the committee shall be appointed by the President which shall have the duty of sitting as a Trial Board to determine whether or not any member shall be punished for conduct unbecoming an Association member. The following procedure shall be adopted:

(a) Any member who desires to accuse another member shall present a complaint in writing to the President, or the Executive Vice-President, if the President is involved. The Trial Committee Chairman designated as such by the President must inform the person accused in writing of the charges at least four (4) days prior to the meeting of the Committee. The accused shall then be given an opportunity to present before the Committee such testimony, either written or oral, as he/she may desire, and shall also be permitted to call in any witnesses he/she may deem necessary to substantiate his/her defense. The accused shall then be confronted by the complainant and shall have the right to cross-examine him/her and those testifying on behalf of the complainant. The accused shall have the right to be represented by counsel of his/her own choice at his/her expense.

(b) The Trial Committee shall then, after a trial, make known its decision not later than five (5) days after the termination of hearings. No decision shall be made except after a trial. If, however, after proper and due notice has been given to the accused, the accused shall fail to appear or present sufficient and proper excuse for non-appearance, the Trial Committee may reach its decision on such evidence as it has before it.

(c) The Trial Committee shall have no power to punish, only to recommend.

(d) The Trial Committee shall make known its decision to the Executive Board who will then decide upon a just punishment.

(e) Violation by a member of this Constitution or of his/her other obligations to the Association or of any of the rules and regulations thereof deliberately impairing harmonious relations within the Association or of his/her duty or obligation to a fellow member may be the cause of a complaint against him/her.

(f) The procedures set forth in this Article IX, Section 4 shall be applicable to charges against members in their capacity as Association officers or agents.

(g) If charges are sustained, the penalty may be a fine, suspension or expulsion or any other action sufficient to provide an adequate remedy.

ARTICLE X

Negotiations

Section 1. The President shall have the power to negotiate directly with any employer. The President shall have the power to select any other members to provide assistance and to participate in negotiations to the extent desired and under the supervision of the President.

Section 2. When the President receives collective bargaining agreement proposal which the Executive Board deems as acceptable, he or she shall submit the agreement for the approval by a majority of the Bargaining Unit membership covered by the proposed agreement present and voting by a secret ballot at a membership meeting or through a mail ballot by a majority vote of returned ballots.

Section 3. The President shall have the power to determine that an impasse in collective negotiations exists and to engage in impasse proceedings at his sole discretion.

ARTICLE XI

Compensation

Compensation of Executive Board members shall be determined by the Executive Board.

ARTICLE XII

Amendments

This Constitution can only be amended by submission to the Secretary of a written proposal, which must be approved by the Constitutional Committee. If approved by the Committee, the written proposal can then either be voted upon at a general membership meeting and be passed by the majority vote of the members present and voting at the meeting, a quorum being present, or may be passed by a mail ballot with a majority vote of returned ballots.

ARTICLE XIII
Effects of Declaration of Invalidity

If any provision of this Constitution is declared invalid or inoperative by any competent government authority, the remainder of the Constitution, and the application of such provision to persons or circumstances other than those as to which it has been held invalid, shall not be affected thereby. During the period of a provision's declared invalidity, the President, shall have authority to suspend the operation of said provision and to substitute in its place a provision which will meet the objections to the validity and which will accord to the fullest extent practicable with the objectives of the original provision.