

PRN
Professional Resource for Nurses
Constitution and Bylaws

Section 1

Article 1. Title

Professional Resource for Nurses (hereinafter referred to as PRN), a non-profit unincorporated association, is the officially recognized labor organization representing Registered Nurses (hereinafter referred to as the RNs) employed by El Camino Hospital (hereinafter referred to as the Hospital), covered by any current existing collective bargaining agreement (CBA) between the Hospital and PRN. The Nurses so represented shall constitute the PRN bargaining unit.

Article 2. Purpose

To represent the RNs regarding wages, hours and working conditions; to represent common interests held by the RNs; promote professional growth; and serve as a liaison between the RNs and the Hospital's administration/management. PRN does not contemplate pecuniary gain for its members and is organized solely for non-profit purposes. PRN shall not engage in any activities or exercise any powers that do not further its specific purpose.

Article 3. Objectives

- A. To represent the RNs regarding wages, hours, benefits and working conditions.
- B. To maintain and increase the awareness of the RNs in matters concerning the Hospital and PRN.
- C. To maintain high standards in the provision of patient care.
- D. To increase recognition of the stages of clinical nursing expertise.
- E. To encourage participation and membership in professional nursing organizations.

Article 4. Nondiscrimination

There shall be no unlawful discrimination on account of sex, race, creed, color, age, disability, national origin, sexual orientation, marital status or registered domestic partner status.

Article 5. Membership

- A. Conditions of PRN membership include:
 - 1. The decision by the RN to be a member of PRN.
 - 2. The payment of PRN dues.
 - 3. The RN must qualify for active or retiree membership.
- B. Membership grants the RN the right to participate in all PRN activities including representation and voting
- C. To join PRN, the RN must complete a payroll deduction card and submit the same to PRN.
- D. An RN hired, rehired, reinstated or re-entered into the PRN bargaining unit prior to July 1, 2008 may join PRN at any time. Once a member, the Nurse must remain a member and continue to have dues deducted until the "Opt-Out" period as specified in the CBA.
- E. An RN hired, rehired, reinstated or re-entered into the PRN bargaining unit on or after July 1, 2008 may choose to waive PRN membership and pay service fees in lieu of membership dues. If the RN elects to join PRN at a later date, the RN may do so at any time by submitting a new payroll deduction card to PRN. Once the RN is a member of PRN, she/he must remain a member.

- F. Membership consists of active and retiree status.
 - 1. “Active membership” shall consist of those RNs working at the Hospital and covered by any current existing CBA between the Hospital and PRN, and who pay PRN membership dues by payroll deduction each pay period.
 - 2. “Retiree membership” shall consist of those RNs who worked for the Hospital in bargaining unit positions for no less than fifteen (15) cumulative years, were active members for the same fifteen (15) years, subsequently retired from the Hospital and pay ½ of the PRN annual dues by personal check (due July 1st of each year).
 - 3. “Associates” shall consist of those persons who do not qualify for active or retiree membership and make a donation equal to the PRN annual dues. Associates have no representation or voting rights in PRN.

Article 6. Membership Dues and Service Fees

A. Membership Dues

- 1. Each active PRN member shall pay the same active PRN dues per pay period. Each retiree PRN member shall pay the same retiree dues annually.
- 2. PRN dues shall increase each fiscal year by Two Dollars (\$2.00) per period unless a lesser amount is approved by the Council in the yearly budget process.
- 3. There shall be no structural and/or substantive change in the PRN dues structure without a vote by secret ballot of the PRN membership.

B. Service Fees

- 1. An RN who elects to waive PRN membership shall be required to pay a service fee, equal to PRN membership dues, each pay period.
- 2. Annual PRN service fees shall increase each fiscal year by Two Dollars (\$2.00) per period unless a lesser amount is approved by the Council in the yearly budget process.
- 3. There shall be no structural and/or substantive change in the PRN service fees structure without a vote by secret ballot of the PRN membership.
- 4. The RN shall submit a payroll deduction card to PRN within thirty-one (31) days of employment. This is usually done during the first day of Hospital orientation.
- 5. RNs who waive PRN membership and elect to pay a service fee have no participation or voting rights in PRN, including voting to accept/reject a new CBA tentative agreement. They are however bargaining unit members with full representation rights.

Article 7. Government

- A. All representatives must be members of PRN. Officers and the Chief Negotiator may be active or retiree members of PRN. Unit Representatives and Negotiating Team members must be active members of PRN.
- B. PRN members shall be empowered to take or direct any action consistent with the PRN *Constitution and Bylaws*.
- C. The PRN Executive Council (the Council) shall consist of Unit Representatives and the PRN Executive Board.
- D. The PRN Executive Board (the Board) shall consist of the PRN officers and Chief Negotiator. The Board shall be the highest authority to act on behalf of PRN between Council meetings.
- E. The PRN President shall be empowered to act on behalf of the Board between Board meetings.
- F. PRN members may petition the Board for a change in any decision of the Board and/or Council. This must be done by submitting a petition to the Board signed by twenty percent (20%) of the total PRN membership, which shall then be presented for a general membership vote. If then passed by fifty-one percent (51%) of the PRN membership, the Board and/or Council decision shall be overridden.

Article 8. Unit Representation

- A. The Board shall designate each unit which shall then have one (1) Unit Representative to the Council. Units with less than three (3) RNs may be combined into a “merged unit” for representation purposes.
- B. A unit may elect or accept a volunteer for Unit Representative. If the representative is a volunteer, appointment by the Board shall be required.
- C. Duties of the Unit Representative**
1. To orient the new Unit Representative.
 2. To attend the Council as a member.
 3. To serve as a direct communication link between the unit’s PRN members and the Board and Council.
 4. To keep the Board aware of actions, decisions, communication and plans of the Hospital administration/management.
 5. To post authorized PRN news in the designated area on her/his unit.
 6. To inform PRN members about the PRN website (www.PRNatECH.org) and e-mail address (PRNurse@att.net).
- D. Removal of a Unit Representative**
1. Any Unit Representative may be removed from office for serious misconduct, termination of PRN membership or failure to perform her/his duties.
 2. A charge against a Unit Representative may be brought about through any of the following mechanisms:
 - a. A written complaint signed by at least three (3) members of the Board and submitted to the Vice President.
 - b. A written complaint signed by at least thirteen (13) members of the Council, not including the members of the Board, and submitted to the Vice President.
 - c. A petition to the Council signed by a majority of the PRN members on the Unit Representative’s unit and submitted to the Vice President.
 3. Upon receipt of the complaint or petition, the Vice President shall within thirty (30) days schedule a hearing, at which time the charge against the Unit Representative shall be presented to the PRN members of the unit of the representative in question, as well as the members of the Council. Both the Unit Representative and those who have leveled charges against her/him must present their case at this time or forfeit the right to do so. Within seven (7) days from the date of the hearing, the Vice President shall establish and publish a time, not to exceed thirty (30) days from the date of the hearing, when the PRN members of the unit shall vote on the proposed removal of their Unit Representative. The vote shall be conducted and overseen by the Vice President and the Secretary of PRN.
 4. Removal of a Unit Representative shall require a majority vote of the PRN members of the respective unit, which must then be approved by the Board and Council.
 5. No disciplinary action shall be taken unless the Unit Representative charged with an offense has been served with specific complaints in writing, has been given a reasonable time to prepare a defense, and has been afforded a full and fair hearing by the PRN members of the respective unit and the Council.
- E. Unit Representation by Proxy**
1. Each PRN officer shall have Units of Responsibility. In the event a Unit Representative or an authorized alternate is unable to attend the Council meeting or any other PRN meeting, the responsible officer shall assume voting authority by implied proxy.
 2. If the Unit Representative or an authorized alternate is unable to attend the Council meeting or any other PRN meeting and wishes to cast a vote on any issue *in absentia*, the representative shall notify the responsible officer of this decision. The notification shall be in writing and shall include the issue and the desired vote. This vote shall then be cast by the responsible officer for the Unit Representative, *in absentia*.
 3. If a unit chooses not to send a representative to the Council or a representative cannot be found among the unit’s PRN members, the responsible officer shall assume voting authority by implied proxy.

Article 9. Officers

- A. There shall be a President, Vice President, Secretary, Treasurer, Legislative Representative, Chief Unit Representative plus the Chief Negotiator, who shall constitute the Board. The Chief Negotiator shall be an *ex officio* member of the Board. Each Board member, except the *ex officio* member, shall have equal voting power on all executive decisions. The officers shall be elected in January of every other year and thus shall retain their positions for two (2) years. The President, Secretary and Legislative Representative shall be elected in the odd-numbered years. The Vice President, Treasurer and Chief Unit Representative shall be elected in the even-numbered years. The term of office shall be from the Council meeting in January until the Council meeting in January two (2) years hence.
- B. Vacancy of any office except the Presidency shall be filled by appointment by the President with the approval of the Council.
- C. **In the event that the Presidency becomes vacant, the Vice President shall assume the office for the remainder of the term. In the event the Vice President is unavailable or unable to assume the office a new President shall be elected by the Council.**
- D. **General Duties of PRN Officers**
1. Perform duties as specified by the PRN *Constitution and Bylaws*.
 2. Surrender to the new officer all property in her/his possession pertaining to the respective office within thirty (30) days of completion of the term of office.
 3. Give one (1) month's written notice to the Board prior to resignation.
 4. Attend all Council, Board and PRN membership meetings.
- E. **Removal of Officers**
1. Any officer may be removed from office for serious misconduct, termination of active/retiree PRN membership or failure to perform her/his duties.
 2. A charge against an officer may be brought about through any of the following mechanisms:
 - a. A written complaint signed by at least three (3) members of the Board and submitted to the Vice President, unless the Vice President is the officer charged, in which case the Secretary shall assume this responsibility.
 - b. A written complaint signed by at least thirteen (13) members of the Council, not including the members of the Board, and submitted to the Vice President, unless the Vice President is the officer charged, in which case the Secretary will assume this responsibility.
 - c. A petition to the Council signed by twenty percent (20%) of the PRN membership, not including the Board, and submitted to the Vice President, unless the Vice President is the officer charged, in which case the Secretary shall assume this responsibility.
 3. Upon receipt of the complaint or petition, the Vice President (or Secretary) shall within thirty (30) days schedule a hearing, at which time the charge against the officer shall be presented to the members of the Board and the Council. Both the officer and those who have leveled charges against her or him must present their cases at this time or forfeit the right to do so. Within seven (7) days from the date of the hearing, the Vice President (or Secretary) shall establish and publish a time, not to exceed thirty (30) days from the date of the hearing, when the PRN membership shall vote on the proposed removal of the officer in question. The vote shall be conducted and overseen by the Vice President and the Secretary of PRN. If the Secretary is the officer charged with the offense, the Treasurer shall assume her or his responsibilities in this matter.
- F. **Duties of the PRN Officers**
1. **President**
 - a. To act as the spokesperson of PRN.
 - b. To plan and conduct all Board, Council and General Membership meetings
 - c. To be a member of the Negotiating Team and Committee. The President may choose to designate an alternate.

- d. To consult with the Hospital's administration and management representatives regarding the application, interpretation, and enforcement of the terms and conditions of the CBA and other conditions of employment as needed.
- e. To encourage RN representation on Hospital committees and task forces as appropriate or provide communication to and from the same.
- f. To act as a liaison between the Board and the PRN legal advisors on legislative, arbitration and legal issues; and to provide guidance to the Board and Council on these issues.
- g. To research laws and legislation pertaining to the practice of nursing and collective bargaining, working with the Legislative Representative.
- h. To contribute to the PRN blog – *Nurses' Notes, prn*.
- i. To attend Hospital Orientation and present PRN to the new bargaining unit RNs. To obtain signed payroll deduction cards.
- j. To appoint PRN committee members whenever there are no volunteers.
- k. To orient the newly elected President.
- l. To serve as senior advisor to PRN for the ensuing term when appropriate.

2. Vice President

- a. To assist the President.
- b. To act on behalf of the President in her/his absence.
- c. To answer the PRN Hotline.
- d. To initiate preliminary investigation of working conditions violations and/or clinical issues brought to PRN by RNs.
- e. To confer with committee chairpersons in the preparation of committee reports for presentation at Council meetings.
- f. To hold a hearing in the event of a complaint or petition to remove an officer, Unit Representative and/or Chief Negotiator.
- g. To service as a chairperson of the Negotiating Committee and to work with the Secretary in arranging nominations for the committee.
- h. To orient the newly elected Vice President
- i. To serve as senior advisor to PRN for the ensuing term when appropriate.

3. Secretary

- a. To attend and take minutes of all PRN meetings and post those minutes as directed.
- b. To arrange meeting places and publicize the time and place for all meetings.
- c. To note attendance at each Council meeting.
- d. To conduct general correspondence for PRN as directed by the Board or the President.
- e. To conduct public relations as directed by the President.
- f. To work with the Chief Unit Representative in relaying information to those units without an active Unit Representative.
- g. To serve as a Chairperson of the Nominating Committee.
- h. To preserve all papers, letters, publications and transactions of PRN.
- i. To perform check reconciliation in cooperation with the Treasurer.
- j. To replace the Vice President and assume her or his responsibilities regarding duties related to a complaint or petition to remove an officer, Unit Representative and/or Chief Negotiator in the case the Vice President is the officer charged.
- k. To assist the Vice President with conducting and overseeing a vote regarding the proposed removal of an officer, Unit Representative and/or Chief Negotiator from office.
- l. To conduct voting according to the *PRN Bylaws*.
- m. To orient the newly elected Secretary.
- n. To serve as senior advisor to PRN for the ensuing term when appropriate.

4. Treasurer

- a. To receive all funds for PRN.
- b. To maintain a current list of bargaining unit members, including their membership/dues status or service fee status.
- c. To maintain adequate and correct books and records of the accounts of the business transactions of PRN.
- d. To use PRN funds as directed by the Board or Council.

- e. To recommend avenues of investment for *Reserve Funds* and to execute such investments.
- f. To give a financial report when indicated at each Council meeting.
- g. To submit a proposed budget to the Board no later than March of each year for a vote by the Council no later than April of the same year.
- h. To submit a financial statement to the Board no later than August of each year and to the Council no later than October of each year.
- i. To oversee the production of a written review of the PRN financial records for submission to the Board no later than June of each year and to the Council no later than October of each year. Said review shall be done by a PRN member who is not an officer of PRN.
- j. To negotiate business arrangements between PRN and various suppliers.
- k. To replace the Secretary and assume her or his responsibilities regarding duties related to assisting the Vice President with conducting and overseeing a vote regarding the proposed removal of an officer, Unit Representative and/or Chief Negotiator from office, in the case the Vice President is the officer charged.
- l. To orient the newly elected Treasurer.
- m. To serve as senior advisor to PRN for the ensuing term when appropriate.

5. Legislative Representative

- a. To research and review pending and passed legislation.
- b. Update the Executive Board and PRN membership of pending and passed legislation pertaining to issues related to health care, the practice of nursing and collective bargaining on the local, State and Federal levels.
- c. To act as a liaison between PRN and other professional nursing organizations. The Legislative Representative shall share information from these associations with the PRN membership.
- d. To orient the newly elected Legislative Representative.
- e. To serve as senior advisor to PRN for the ensuing term when appropriate.

6. Chief Unit Representative

- a. To promote involvement in PRN by the bargaining unit RNs.
- b. To act as a liaison between the Unit Representatives and the Board.
- c. To assist the Treasurer in encouraging membership in PRN (for those RNs hired prior to July 1, 2008).
- d. To support the Negotiating Committee and Team as needed.
- e. To complete other duties as designated by the Board.
- f. To orient the newly elected Chief Unit Representative.
- g. To serve as senior advisor to PRN for the ensuing term when appropriate.

Article 10. Chief Negotiator

A. Duties of the Chief Negotiator

- 1. The Chief Negotiator shall be an *ex officio* member of the Board and shall have the privilege of her or his position through appointment by the Executive Board. He or she shall be a non-voting member of the Board, whose authority shall rest solely in her or his representative capacity.
- 2. The Chief Negotiator shall be appointed by the Board every other October in the odd-numbered years and shall serve from her or his appointment until the next Chief Negotiator's appointment.
- 3. To act as primary representative and spokesperson and to bargain-in-good-faith with the Hospital on bargaining unit RNs' wages, hours and other terms and conditions of employment.
- 4. To serve as Chairperson of the Negotiating Committee.
- 5. To ensure that a plan is in place to orient the newly formed Negotiating Committee members to the processes within the scope of their collective responsibilities.
- 6. To act as a resource regarding interpretation, application, and enforcement of any current existing CBA between the Hospital and PRN.
- 7. To complete other duties as designated by the Executive Board.
- 8. To act as a liaison between the Board and the PRN legal advisors on legislative, arbitration and legal issues.
- 9. To research laws and legislative issues pertaining to collective bargaining. To act as a resource and provide guidance to the Board and Council of these issues.
- 10. To gather information regarding trends in economics that effect RN standards of living and working conditions.

11. To keep the Board and Negotiating Committee abreast of other labor organizations' economic and general welfare programs.
12. To inform PRN and Negotiating Committee of labor contracts in California, particularly in the San Jose Bay Area.
13. To prepare a letter of "Intent to Renegotiate" the CBA and to submit this letter to the Hospital on the appropriate date prior to expiration of any current existing CBA.

B. Removal of Chief Negotiator

1. The Chief Negotiator may be removed from office for serious misconduct, termination of active/retiree PRN membership, or failure to perform her or his duties.
2. A charge against the Chief Negotiator may be brought about through any of the following mechanisms:
 - a. A written complaint signed by at least three (3) members of the Board and submitted to the Vice President, unless the Vice President is the Chief Negotiator, in which case the Secretary shall assume this responsibility.
 - b. A written complaint signed by at least thirteen (13) members of the Council, not including the members of the Board, and submitted to the Vice President, unless the Vice President is the Chief Negotiator, in which case the Secretary shall assume this responsibility.
 - c. A written complaint signed by at least one-half (1/2) of the Negotiating Team, not including the members of the Board, and submitted to the Vice President, unless the Vice President is the Chief Negotiator, in which case the Secretary shall assume this responsibility.
 - d. A petition signed by at least twenty percent (20%) of the PRN membership, not including the Board, and submitted to the Vice President, unless the Vice President is the Chief Negotiator, in which case the Secretary shall assume this responsibility.
 - e. Upon receipt of the complaint or petition, the Vice President (or Secretary) shall within thirty (30) days schedule a hearing, at which time the charge against the Chief Negotiator shall be presented to the members of Board and the Council. Both the individual charged with the offense and those who have leveled charges against the individual must present their cases at this time or forfeit the right to do so. Within seven (7) days from the date of the hearing, the Vice President (or Secretary) shall establish and publish a time, not to exceed thirty (30) days from the date of the hearing, when the PRN membership shall vote on the proposed removal of the Chief Negotiator in question. The vote shall be conducted and overseen by the Vice President (or Secretary) and Secretary (or other Board member) of PRN.
 - f. Removal of the Chief Negotiator shall require a majority vote of the PRN membership and must thereafter be approved by the Board and Council.
 - g. No disciplinary action shall be taken unless the individual charged with an offense has been served with specific complaint in writing, has been given a reasonable time to prepare a defense, and has been afforded a full and fair hearing by the members of the Board and Council.

Article 11 Stipends and Officers and Appointed/Selected Representatives

- A. A stipend shall be paid to each Officer (whether elected or appointed) for each year served, payable in equal installments in February and August.
- B. A stipend shall be paid to the Chief Negotiator for each year served, payable in equal installments in February and August.
- C. A stipend shall be paid to each member of the Negotiating Team for each term served, payable at the beginning of the formal conferring process.
- D. If an officer or appointed/selected representative leaves her or his position before the end of her or his term of office, the officer or representative may be required to reimburse PRN for the prorated portion of her or his stipend that is equal to the remainder of the installment she or he was paid, at the discretion of the Board.

- E. If a new officer or representative is appointed, a stipend shall be paid which is prorated for the portion of the stipend installment that remains for such office.
- F. The amount of each and every stipend shall be set by the Council in April of each year.

Section 2

Article 1. Committees

A. Introduction

- 1. To consist of Standing and Ad Hoc committees.
- 2. To be composed of PRN member volunteers, with the President making appointments whenever there are no volunteers.
- 3. Committee chairpersons shall be volunteers and appointed by the President.

B. Standing Committees

1. Negotiating Committee

- a. Members shall be active status volunteers only.
- b. As many different units/departments/services as possible shall be represented.
- c. The Chief Negotiator and Vice President shall act as chairpersons.
- d. Term of membership shall be two (2) years, to commence following selection every other October.
- e. Meetings shall be held as needed at the discretion of the Board.
- f. Negotiating Team members shall be selected by the Board with input from the Negotiating Committee.
- g. The committee members shall prepare and update manuals and procedures for work action activities as required.
- h. Duties are as follows:
 - 1. To fairly represent all members of the bargaining unit.
 - 2. To ensure contractual commitments are fulfilled.

2. Nominating Committee

- a. To be composed of the Secretary and PRN member volunteers.
- b. The Secretary shall be a Chairperson.
- c. The term of membership shall be one (1) year, commencing prior to the first election of the year.
- d. Meetings shall be held as needed at the discretion of the Chairperson.
- e. Committee members may be active or retiree PRN members.
- f. Duties are as follows:
 - 1. To post a notice on the PRN website in September of each year asking for candidates/volunteers for the PRN offices up for election that year.
 - 2. To conduct an election of officers. If only one candidate comes forward for each office, the election shall be by acclamation and appointment at the following January Council meeting.
 - 3. To present the newly elected/appointed officers at the Council meeting in January following each election.

C. Ad Hoc Committees

- 1. To be established and dissolved as needed.
- 2. Members shall be appointed by the PRN Board when the Ad Hoc committee is established.
- 3. May consist of active or retiree members.

Article 2. Nomination to Office and/or Committee Membership

- A. Any PRN member may submit her or his own name for nomination to any office and/or committee.

- B. Any PRN member may submit the name of any other PRN member for nomination to any PRN office and/or committee.
- C. Each nominee shall complete and submit a *Consent to Serve* form to the Chairperson of the Nominating Committee.
- D. Receipt of the completed *Consent to Serve* and verification of satisfactory PRN membership shall qualify the nominee to stand for election and/or appointment.

Article 3. Appointments to Office and/or Committee Membership

- A. A vacancy in any of the officer positions shall be filled by appointment by the President with the concurrence of the Board and Council. Vacancies due to the absence of nominees for any office shall be filled appointment by the President with the concurrence of the Board and Council.
- B. Appointees for vacancies must submit a written *Consent to Serve* form.
- C. The President, on making her or his selection of an appointee, shall present the selection to the Board for approval.
- D. With the concurrence of the Board, the selection shall be presented to the Council for final approval by secret ballot at the next regularly scheduled Council meeting.
- E. In the event the Board and/or Council rejects the selection, the process shall start over until an appointee is approved.
- F. All appointments, including Chief Negotiator, shall assume all rights, privileges, duties, and obligations of the office upon appointment.

Article 4. Meetings

A. Quorums

1. For regular or special meetings of the Board, a quorum shall consist of one-half (1/2) plus one (1) of the PRN officers (excluding the Chief Negotiator). All officers shall have one (1) vote.
2. For regular or special meetings of the Council, a quorum shall consist of one-half (1/2) plus one (1) of the members of the Council including those units represented by proxy. (All members shall have one vote, including those represented by proxy).

B. Executive Board Meetings

1. Regular meetings of the Board shall be held every month, or as deemed necessary by the Board. Any business or other issue(s) deemed confidential by the Board shall be presented and/or discussed in closed session. Meetings may be held via telephone.
2. Special meetings of the Board may be called by the President or by a majority of the Board. Special meetings may be held via telephone.
3. Open sessions of the Board meetings shall be open to all Board and Council members. At the discretion of the President, other persons may be invited to attend the meetings.
4. Closed sessions of the Board meetings shall be open only to members of the Board. At the discretion of the President, other persons may be invited to attend the closed session.
5. All members of the Board shall maintain strict confidentiality regarding any business or other issue(s) presented and/or discussed at any closed sessions of the Board meetings. Violation of confidentiality shall be grounds for removal of said individual from the Board and office.
6. Minutes of all Board meetings shall be kept by the Secretary or a designated substitute in her or his absence. Minutes of each open session shall be posted on the PRN website.
7. Board meetings shall be presided over by the President or the Vice President in her or his absence. A quorum must be present to vote on a motion before the Board.

C. Executive Council Meetings

1. Council meetings shall be held each quarter, on the last Wednesday of January, April, July and October.
2. Special meetings may be called by the President or by a majority of the Unit Representatives. Such requests from Unit Representatives shall be in writing.
3. All Council meetings are open to all PRN members. Others at the discretion of the President may attend Council meetings.
4. Notification shall be given at least seventy-two (72) hours prior to meetings held for voting on special issues, except in the case of an emergency. The notice shall include the place and time of voting and the issue(s) to be decided.
5. If the general membership is invited to attend a Council meeting for the purpose of voting on a special issue, the member must be present to vote.
6. The agenda for each Council meeting shall be posted on the PRN website at least seventy-two (72) hours prior to each Council meeting.
7. Minutes of all PRN Councils meetings shall be kept by the Secretary or designated substitute in her or his absence. Minutes of each meeting shall be posted on the PRN website.

D. PRN General Membership Meetings

1. Meetings of the PRN membership shall be held at the discretion of the Board.
2. Meetings shall also be called by the President upon a majority request of the Council or upon written request of eight (8) PRN members. Time and place of such meetings shall be designated by the Board or the President.
3. Notification shall be given at least seventy-two (72) hours prior to meetings held for voting on special issues, except in the case of an emergency. The notice shall include the place and time of voting and the issue(s) to be decided. Members must be present to vote.

Article 5. Voting

A. General Rules

1. Only active and retiree PRN members may vote.
2. Only active PRN members may vote on any collective bargaining action such as a tentative agreement or work action.
3. Location, date and times for voting shall be determined by the Board.
4. All voting shall occur by secret ballot (except PRN business before the Board and Council).
5. Voting may be "in person", absentee ballot or by U.S. Mail. The person voting must be present for voting at meetings such as General Membership or Council meetings.
6. All voting notices shall include the following information: a) Issue(s) to be decided, b) date, c) location of voting, d) voting start and stop times (including the deadline for PRN receipt of absentee ballots), and e) methods of voting available.
7. Notification shall be posted on the PRN website at least seventy-two (72) hours prior to the commencement of voting.
8. Voting on a tentative agreement shall always be "in person" with absentee balloting available.
9. Absentee ballot posters shall be posted on units when voting by absentee ballots is an option.
10. Ballots shall be counted by two (2) PRN members who are not on the ballot; or in the case of a tentative agreement are not on the Negotiating Team.
11. Results of the voting shall be presented to the Board.
12. Results of voting shall be posted on the PRN website for five (5) days.
13. Challenges to the voting results must be made within the five (5) dates of posting and must be made in writing to a member of the Board.

B. Voting by Mail

1. Voting notice shall be posted on the PRN website and shall include a return postmark deadline date.
2. Ballots shall be mailed to all PRN active and retiree members.
3. The voting packet shall include an official ballot and an official return envelope.
4. The voting member shall:
 - a. Complete ballot – **Do not sign name on ballot.**
 - b. Place completed ballot in the official ballot envelope.

- c. Seal envelope
- d. Print name and unit on the lower left-hand corner of return envelope – use legal name. **Name must be legible.** A return address sticker may be placed on the envelope.
- e. Mail completed ballot in the envelope to the PRN office via U.S. Mail, postmarked no later than the posted deadline. The ballot/envelope may be hand delivered to the PRN office. The ballot/envelope may be given to a colleague if she or he will deliver the sealed ballot to PRN in a timely manner.
- f. The official envelope must be completed correctly for the ballot to be accepted. Those incorrectly completed or postmarked after the deadline must be rejected. If the RN's name is not legible to the PRN officers, the ballot must be rejected.
- g. When the ballot envelope is received in the PRN office, the name on the envelope will be compared to an updated membership list for confirmation of the voter's right to vote. The envelope will then be placed in a locked ballot box.
- h. No ballots shall be opened or counted until the deadline for mailing plus five (5) days has passed.
- i. Thereafter, all ballots shall be counted by two (2) members of PRN who are not on the ballot.

C. Voting In Person

- 1. Voting at meetings shall be secret ballot only.
- 2. The member's name shall be checked against an updated membership list. If no dues are in arrears, the member may vote.
- 3. The member shall sign into the voting ledger on the next available numbered line.
- 4. The member shall be given an official ballot.
- 5. The member shall complete the ballot and deposit it in the ballot box. The box shall remain locked and secured until the voting is completed.
- 6. At the close of voting, the ballot box shall be unlocked and the ballots counted by two (2) members of PRN who do not appear on the ballot.

D. Voting by Absentee Ballot

- 1. Absentee ballots may be obtained from the posted PRN Absentee Ballot Poster on units throughout the organization (including facilities not on the main Mountain View campus).
- 2. Voting procedures shall be included on the poster, along with official ballots and official Absentee Ballot envelopes.
- 3. A deadline for PRN receipt of absentee ballots shall be included on the poster.
- 4. Ballots must be completed and sealed in the official Absentee Ballot envelope. The envelope must be returned to PRN prior to the submission deadline and may not be left on the Absentee Ballot Poster.
- 5. The procedure for voting by absentee ballot is the same as voting by U.S. Mail.
- 6. The absentee ballot envelope shall be placed in the locked ballot box until voting deadline is reached.
- 7. Thereafter, the ballot box shall be unlocked and all absentee ballot envelopes removed.
- 8. The name on each absentee envelope shall be compared to an updated membership list. Confirmed members' ballots shall be removed from the envelope and placed in the ballot box.
- 9. Thereafter, the ballots shall be counted by two (2) members of PRN who do not appear on the ballot.
- 10. Absentee ballots incorrectly submitted or received after the posted deadline must be rejected.

E. Counting Ballots

- 1. After voting closes the ballots shall be removed from the locked ballot box and counted by two (2) members of PRN who are not on the ballot (or are not on the Negotiating Team) in the presence of any PRN members who may wish to observe the count.
- 2. The results of the voting shall be presented to the Board.
- 3. The results of the vote shall be posted on the PRN website for five (5) days.
- 4. Challenges to the voting results must be made within the five (5) days of posting and must be made in writing to a member of the Board.

F. Challenges to Voting Results

- A. Any active or retiree PRN member may challenge a voting result.
- B. To challenge a voting result, the member shall submit the challenge in writing to a Board member. The challenge must include the specific result that is challenged and why.
- C. Upon receipt of a written challenge, the Board shall confer, review the voting procedures and render a recommendation.

- D. The recommendation shall be presented to the Council at the next scheduled meeting.
- E. The member submitting the challenge may present her or his claim and proof to the Council.
- F. The Council shall vote on the challenge by secret ballot at the meeting. If the recommendation from the Board is confirmed, the recommendation shall be final. If the recommendation is rejected, the Council's decision and action shall be final.

G. Ballots

1. All ballots and results for a given vote shall be kept for one (1) year from the date of the vote.
2. Thereafter the ballots shall be destroyed after a vote of the Board to do so.

Section 3

Article 1. PRN Budget

A. Budget Process

1. The Treasurer shall submit a proposed budget to the Board in March of each year. Board members shall review, amend and approve a proposed budget for presentation to the Council.
2. The Treasurer shall submit and explain the approved proposed budget to the Council in April of each year. Council members shall review, amend and approve a final budget.
3. The budget year begins on July 1 and ends the following June 30th.

B. Disbursement of Unallocated Funds

1. Expenditures of less than One Thousand Dollars (\$1,000.00) shall not require prior approval by the Board.
2. Expenditures greater than One Thousand Dollars (\$1,000.00) shall be subject to Board approval.
3. There shall be no deficit spending.

C. Payroll Deduction Authorization

1. A divided dues/service fee shall be deducted each pay period from the compensation of RNs who have a payroll deduction card on file with PRN and the Hospital.
2. In the event of a change in PRN dues/service fees, PRN shall notify the Hospital's Payroll Department of the amount to be deducted per pay period.
3. PRN members shall be notified of any change in dues/service fees prior to the dues change going into effect. The notice shall be posted on the PRN website.

Article 2. Collective Bargaining

- A. It should be understood that PRN strives to have representation from all units/departments, but is not responsible for lack of interest of the membership in regard to involvement in the Negotiating Committee.
- B. The Negotiating Team is authorized to reach a tentative agreement on a CBA on behalf of the PRN membership whenever possible.
- C. The Chief Negotiator and Team members shall present any tentative agreement, best and final offer or impasse issue(s) to the Board.
- D. The Chief Negotiator and Team members shall present any tentative agreement, best and final offer or impasse issue(s) to the PRN membership with or without recommendation.
- E. The Board, Chief Negotiator and Team members shall recommend any tentative agreement for ratification, best and final offer for acceptance or rejection, strike or other work action to the PRN membership as appropriate.
- F. **Ratification or Rejection of the Product of Negotiations**
 1. The Chief Negotiator and Team members shall present a tentative agreement, best and final offer or impasse to the PRN membership.

2. Presentations shall be made at times such that PRN members from the three (3) basic shifts (days, evenings, nights) may attend.
3. A vote notice shall be posted on the PRN website no less than seventy-two (72) hours prior to the balloting, except in the case of an emergency.
4. The vote shall be conducted in accordance with these bylaws.
5. Voting shall be by secret ballot, in person or by absentee ballot.
6. Only active PRN members may vote.
7. A simple majority of the members voting shall be required to ratify or reject the tentative agreement or best and final offer.

G. Impasse and Strike Authorization

1. For the PRN membership to authorize a strike on any issue, an impasse must be declared by the PRN Board on such issue.
2. Strike authorization shall require a simple majority of the PRN membership voting on the question of authorization.
3. A vote notice shall be posted on the PRN website no less than seventy-two (72) hours prior to the vote, except in the case of an emergency.
4. The vote shall be conducted in accordance with these bylaws.
5. Voting shall be secret ballot, either in person or absentee ballot.
6. In the event of an impasse resulting from contract negotiations, the Chief Negotiator and Team members shall make a joint presentation to the Board, specifying the impasse issue(s), possible solutions and options, and recommendations, up to and including declaration of impasse and intent to seek a strike authorization.
7. If an impasse is declared by the Board, presentations shall be made to the membership at times such that PRN members from the three (3) basic shifts (days, evenings, nights) may attend. These presentations shall include an opportunity for an open forum discussion of the impasse issues, solutions and options.
8. If the membership votes to authorize a strike, the Board shall have the authority to initiate a strike at its discretion.
9. If the Board decides to initiate a strike or other work action, the Board (or its designee) must give ten (10) days notice to the Hospital.

Section 4

Article 1. Parliamentary Authority

The procedures as outlined in *Robert's Rules of Order, Newly Revised* shall govern meetings of this association in all cases to which the rules therein are applicable and consistent with these bylaws.

Article 2. Amendments to the Bylaws

- A. The bylaws may be amended by a two-thirds (2/3) vote of the PRN membership voting.
- B. Recommendations for amendments may be submitted by the Board or an Ad Hoc committee.
- C. Recommendations for amendments may be submitted to the Board by any PRN member or may be proposed by a member of the Council.
- D. Recommendations from members must have the approval of two-thirds (2/3) of the Council prior to submission to the membership.
- E. Recommendations from the Council must have the approval of fifty percent (50%) plus one of the Council prior to submission to the membership.

Article 3. Bonding of Officers

All officers shall be bonded through PRN in accordance with the amount required by the Labor Management Relations Act.

Article 4. Indemnification of Officers, Employees and other Agents

PRN shall, to the maximum extent permitted by California law, indemnify each of its officers, employees and other agents against expenses, judgments, fines, settlements and other amounts actually and reasonable incurred in connection with any proceeding arising by reason of the fact any such person is or was an officer, employee or agent of PRN. However, no indemnification shall be made in any circumstances where it appears that it would be inconsistent with the

provisions of these bylaws, a resolution of the members, or an agreement in effect at the time of the accrual and alleged cause of action asserted in the proceedings in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification, or that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Article 4. Maintenance and Inspection of PRN Documents

The Board shall determine the reasonable times and place for making available to the members the accounting books and records and minutes of meetings. However, such documents shall be open to inspection only to members of PRN or to those authorized by the Board. Every officer shall have the absolute right to any reasonable time to inspect all books, records and documents of every kind of PRN. A copy of any annual financial statement or report and any income and/or expense statement of PRN shall be kept on file for inspection for five (5) years.

Effective January, 1980

Revised 1981

Revised 1982

Revised 1985

Revised 1987

Revised 1988

Revised 1992

Revised 1993

Revised 1995

Revised 1997

Revised 2001

Revised 2005

Revised 2008