

ADOPTED DECEMBER 2, 2001
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CONSTITUTION AND LAWS

ARTICLE I NAME AND PURPOSE

- Section 1: The name of this organization is the Coalition of Kaiser Permanente Unions, AFL-CIO (“Coalition”). The Coalition is a federation of Unions representing Kaiser Permanente employees that bargain collectively with Kaiser Permanente.
- Section 2: The general purpose of the Coalition is to coordinate and assist in collective bargaining and related activities of the Coalition Unions, to facilitate trade union solidarity, and to engage in other lawful activity for mutual aid and protection.
- Section 3: The Coalition’s Constitution and Laws (“Constitution”) is the principal governing document of the Coalition.

ARTICLE II MEMBER UNIONS

- Section 1: The Coalition’s membership shall at all times be limited to Unions representing Kaiser Permanente employees (“Coalition Unions”).
- Section 2: Each of the Unions belonging to the Coalition is an autonomous organization governed separately by its own Constitution and Laws and internal rules. The Coalition shall not have authority or control over or responsibility for the internal governance of the member Unions or their constituent bodies.
- Section 3: Subject to the decision making process under Article III, Section 1, the Leadership Group may vote to include other Unions in the Coalition; provided, however, that such Unions represent Kaiser Permanente employees and meet such other requirements as may be established by the Coalition.
- Section 4: Subject to the decision making process under Article III, Section 1, the Leadership Group may vote to remove a Coalition Union from the Coalition.

Section 5: A Union may withdraw from the Coalition, but only if the Union provides written notice to the Coalition that is not more than (120) days and no less than ninety (90) days prior the expiration of the National Agreement.

ARTICLE III GOVERNANCE

Section 1: Except as otherwise provided for in this Constitution, for all actions and decisions made pursuant to this Constitution, the Coalition's governing bodies are committed to attempting to first reach consensus on all decisions. If, however, a decision cannot be reached by consensus, for any reason, then a Union per capita vote shall be taken. A Union's per capita vote will be based on the Union's represented Kaiser membership as of October 1 of the year preceding the vote. If a new Union joins the Coalition after October 1 of the year preceding the vote, then the new Local Union's per capita vote will be based on its membership as of the date that it joined the Coalition. When voting, a per capita super majority of seventy-five percent (75%) shall be required to override the lack of consensus and approve any action. If any single Union has enough members to carry the vote on its own, then at least one other union must vote approve the action to override the lack of consensus.

Section 2: There shall be an Executive Board which will have the power to govern the Coalition subject to the terms of this Constitution. The Executive Board shall attempt to first reach any decision by consensus. If consensus cannot be reached, then a Union per capita vote shall be taken in accordance with Article III, Section 1; provided that for Executive Board actions and decisions only, the per capita vote will be based on each Board member's National/International Union's total represented membership, except that SEIU-UHW's total membership shall not be included in SEIU's total membership or vice versa. The Executive Board shall be comprised of the leaders of the Coalition Unions as follows:

- A. One (1) Board Member from each National/International Union except that SEIU-UHW shall have one (1) member in addition to the SEIU Board Member.
- B. Board Members shall be selected by their respective National/International Unions or by agreement of the Local Unions belonging to their respective National/International Unions at their discretion. Vacancies on the Board shall be filled by the National/International Union for which there is a vacancy or by agreement of the Local Unions belonging to their respective National/International Unions at their discretion.

- C. The term of office for Board Members shall be for two (2) years and commence each January of the even numbered years. Board Members may serve multiple terms on the Executive Board.
- D. The officers of the Executive Board shall be Chair, Vice-Chair, and Secretary-Treasurer and shall be elected by the Members of the Executive Board each term. The officers shall have the power to:
 - a. Govern the Coalition between board meetings;
 - b. Negotiate wages and benefits of the Executive Director with the final approval of the Executive Board;
 - c. Develop the budget of the Coalition with the Executive Director and designated staff, with approval of the Executive Board. Final approval of the budget shall reside with the International President's Committee; and
 - d. Appoint subcommittees for specific purposes.
- E. An Executive Director or Senior Leader of the Coalition may be appointed by the Executive Board. The appointment, continued employment, removal, or retention of the Executive Director or Senior Leader shall be decided by the Executive Board pursuant to Article III, Section 1.
- F. The Executive Director or Senior Leader shall be responsible:
 - a. For the day-to-day operations of the Coalition in accordance with policies established by the Executive Board, and manage all staff;
 - b. To hire all staff, with the approval of the Executive Board;
 - c. To report to the Executive Board on activities of the Coalition at regular meetings of the Executive Board;
 - d. For all programs and initiatives of the Coalition; and
 - e. The Executive Director or Senior Leader shall be an ex-officio member of the Executive Board with voice but no vote. The Executive Director or Senior Leader shall be an ex-officio member of all other committees of the Coalition.

Section 3: The Executive Board will meet quarterly during the months of January, April, July and October. Additional meetings of the Executive Board may be called by the Chair. A majority of the Executive Board shall constitute a quorum. All actions and decisions of the Executive Board shall be made pursuant to Article III, Section 1.

Section 4: The Executive Board may convene a special meeting at the discretion of the Chair or on written request of a majority of the Executive Board Members. Written notice of a special meeting shall be given at least 15 days in advance, indicating the matters to be taken up at that meeting, and the special meeting shall be limited to the matters set forth in the notice. Notwithstanding the foregoing, an Executive Board Member may waive notice of any special meeting of the Executive Board, by submitting a written waiver, by making an oral waiver at the meeting, or by attending the meeting other than to register an objection to lack of adequate notice.

Section 5: The Chair of the Executive Board shall be elected from and by the members of the Executive Board. The Chair shall preside at meetings of the Coalition's Executive Board and carry out such other functions as may be assigned by the Executive Board.

Section 6: The Vice-Chair, who shall be elected from and by the members of the Executive Board, shall assist the Chair, carry out the duties of the Chair in his or her absence, carry out such other functions as may be assigned by the Executive Board, and be an alternate signatory on all checks.

The Secretary-Treasurer, shall be elected from and among the Executive Board, and shall keep minutes of meetings, be responsible for maintaining the Coalition's funds, books, records and accounts, sign checks, provide financial reports to the Executive Board and Leadership Group and carry out such other functions as may be assigned by the Executive Board.

Section 7: The Executive Director, Senior Leader, or any Officers may be removed by action of the Executive Board. An Officer vacancy occurring during the term of an office shall be filled by action of a majority of the Executive Board Members at a meeting at which a quorum exists. The term of an Officer designated to fill a vacancy caused by the resignation, death or removal of an Officer shall be that predecessor Officer's unexpired term.

Section 8: The Executive Board may, by resolution, authorize one or more Officers to take certain actions on behalf of the Coalition, or establish Committees and delegate authority to such Committees, provided that such authorization or delegation is not inconsistent with this Constitution or applicable law.

Section 9: The Coalition does not pay salary or similar compensation for service in the capacity of Coalition Officer or Executive Board Member. The Coalition may adopt a policy providing for

reimbursement of reasonable, approved expenses incurred by Officers and Executive Board Members on Coalition business.

ARTICLE IV LEADERSHIP GROUP

- Section 1: There shall be a Leadership Group consisting of the principal officer, or her/his designee, of each subordinate local union body representing Kaiser Permanente employees and who are affiliated with the Coalition as defined in Article II, Section 1 of this Constitution.
- Section 2: The Leadership Group's function shall be to develop policy, program development, bargaining demands, contract enforcement and the overall coordination among and between local unions. There will be regular meetings of the Leadership Group. The Leadership Group shall meet, at minimum, on a quarterly basis. Meetings of the Leadership Group may be convened by the Executive Director, or the Chair of the Executive Board, subject to the approval of the Executive Board or by written request of a majority of the Leadership Group members.
- Section 3: The Leadership Group shall designate Regional Steering Committees composed of the Leadership Group Members from each Region of Kaiser Permanente. The function of the Regional Steering Committees shall be to address Coalition matters as determined by the Leadership Group and the Executive Board and other matters relating to Kaiser Permanente operations within their geographic area. Other meetings of the Regional Steering Committees may be convened from time to time by the Executive Director and/or his/her designee. Each Regional Committee shall designate a Chair of the Committee and shall define the Chair's duties and responsibilities.
- Section 4: In the absence of consensus, all matters before the Leadership Group shall be decided by a vote of the Leadership Group pursuant to Article III, Section 1.
- Section 5: Written minutes shall be made of meetings of the Leadership Group and copies of such minutes shall be furnished to all member Unions. In all such meetings, procedural matters not specifically addressed in this Constitution or by Standing Rule of the Coalition will be governed by Roberts Rules of Order.

ARTICLE V DELEGATE CONFERENCE

Section 1: There shall be Delegate Conferences consisting of Delegates representing the subordinate local unions as defined in this Constitution. Delegates shall be selected from local unions in accordance with the rules and procedures prescribed by the relevant member Union. The number of such delegates shall be in accordance with the following formula based on each local union's Kaiser Permanente membership. Each local may, however, send fewer delegates based on their financial resources or other internal considerations:

Local Unions with membership from 1 – 500 shall have seven (7) delegates.

Local Unions with membership from 501 – 1000 shall have seven (7) delegates plus an additional seven (7) delegates.

Local Unions with membership from 1001 – 2000 shall have seven (7) delegates plus an additional fourteen (14) delegates.

Local Unions with membership over 2000 shall have twenty-one (21) delegates plus one (1) additional delegate for each additional five hundred (500) members, or part thereof.

There shall be no change in the delegate apportionment without an amendment to this constitution.

Section 2: The President of each member Union, the Chair of the Executive Board, and the Coalition's Executive Director, shall automatically be delegates to the Delegate Conferences

Section 3: The Delegate Conference assembled in annual or special meetings shall advise the Executive Board and the Leadership Group.

Section 4: The Coalition shall hold at least one annual meeting of the Delegate Conference.

Section 5: The Coalition may convene a special Delegate Conference at the discretion of the Executive Board or on written request of a majority of the Leadership Group Members. Written notice of a special meeting shall be given at least 15 days in advance, indicating the matters to be taken up at that meeting, and the special meeting shall be limited to the matters set forth in the notice.

Section 6: Except as otherwise provided by this Constitution or applicable public law, in the absence of consensus all matters before the Delegate Conference shall be decided pursuant to Article III, Section 1.

ARTICLE VI NATIONAL COLLECTIVE BARGAINING

Section 1: The Coalition shall coordinate and/or provide collective bargaining expertise (including technical and legal assistance and training as may be appropriate) in support of national negotiations with Kaiser Permanente. The Coalition shall serve as the designated bargaining representative for the member Unions, acting collectively, in national negotiations with Kaiser Permanente.

Section 2: At the time of National Bargaining with Kaiser Permanente, the Executive Board and the Leadership Group will adopt procedures to develop bargaining demands that ensures the input of each Coalition Union and subordinate bodies.

Section 3: The Leadership Group shall designate the Negotiating Committee and shall have oversight over the collective bargaining process and will be responsible for determining if a final settlement will be submitted to the Delegate Conference for a final recommendation.

Section 4: During the course of the collective bargaining process, the Delegate Conference will function as the Coalition's Bargaining Council. The Bargaining Council will be responsible for providing guidance to the Leadership Group and the Negotiating Committee and will have the authority to recommend a final settlement to Coalition Unions.

Section 5: If consensus cannot be reached on either the recommendation or the approval of a final settlement, a Local Union per capita vote shall take place in accordance with Article III, Section 1.

ARTICLE VII REVENUES AND EXPENDITURES

Section 1: The Coalition shall be funded by contributions from the member Unions, in such amounts and at such times as the Executive Board shall decide and such other sources of income that may be approved by the Executive Board. Once such contribution has been approved, the amount of the contribution made by each member union shall be proportional to their then current Kaiser Permanente membership.

Section 2: The Coalition's Executive Board Members and Officers shall oversee all spending of Coalition monies to ensure honesty and efficiency in the use of the Coalition's resources. Executive Board Members, Officers and employees responsible for monies and property of the Coalition shall be bonded in accordance with applicable law, and the Coalition shall pay all necessary bonding premiums.

Section 3: The Coalition's revenues and assets shall be used only to defray lawful and necessary Coalition expenses as approved by the Coalition. The Executive Board shall adopt and maintain appropriate policies and procedures regarding approval of expenditures, signatures of Officers, and other safeguards.

ARTICLE VIII MISCELLANEOUS

Section 1: The Coalition shall defend and indemnify a Coalition Executive Board Member, Officer, representative or employee who is subjected to legal claims or proceedings as a result of his or her service or actions on behalf of the Coalition, provided, however, that this obligation shall not apply to claims or proceedings arising from the individual's gross negligence or breach of fiduciary duty owed to the Coalition, to claims or proceedings brought by the Coalition against such individual, or to the extent the Coalition's defense or indemnification is otherwise prohibited by applicable law.

Section 2: Jurisdictional disputes shall be resolved solely by a neutral third party arbitrator under the Neutrality Organizing rules.

ARTICLE IX AMENDMENT OF CONSTITUTION

Section 1: This Constitution may be amended from time to time by consent of two-thirds (2/3) of the members of the Leadership Group.


Section 2: Proposed amendments to this Constitution may originate from the Executive Board by a majority of that body, or from the Leadership Group by a petition of not less than (10%) ten percent of that body.

Section 3: Proposed amendments shall be sent to the Leadership Group members by the Executive Board at least fifteen (15) days in advance of the meeting at which action on such proposals is scheduled to take place.

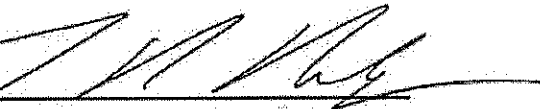
This Constitution and Laws was approved by the Leadership Group on Leadership Group as certified by the signatures below:

X 

Coalition Chair

X 

Coalition Vice Chair

X 

Coalition Secretary-Treasurer