

UNION OF AMERICAN PHYSICIANS
WORLD TRADE CENTER
SUITE 337
SAN FRANCISCO, CA 94111

Physicians and Surgeons and Dentists (Inc.)
Draft of APRIL 18, 1974.

CONSTITUTION AND BY-LAWS

OF

UNION OF AMERICAN PHYSICIANS AND DENTISTS,

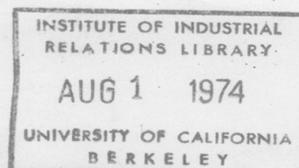
LOCAL _____

[Draft of model constitution]

PREAMBLE

A. This organization shall be known as the Union of American Physicians and Dentists, Local _____ (the "Local"). The Local shall organize California physicians and dentists who reside within its jurisdiction, as such jurisdiction is defined in the Charter granted to the Local by the California Federation of the Union of American Physicians and Dentists ("California Federation").

B. The specific and primary purpose for which the Local is formed is to unite, represent, protect, maintain, and advance, through activities accomplished by collective bargaining and other relevant techniques which may lawfully be engaged in by a labor organization, the interests of the physicians and dentists within its jurisdiction, including the determination of rates of compensation, maintenance of proper working conditions, the provision of adequate equipment and facilities, the establishment of appropriate utilization review procedures which do not interfere with the physician-patient relationship, and the maintenance of the highest quality of medical care. It shall engage in political, cultural, educational, charitable, social, civic, legal, and other relevant activities, and it shall engage in collective bargaining on behalf of its members.



C. The general purposes and powers of the Local are:

(i) To sue and be sued in its own name.

(ii) To enter into and perform contracts in its own name including collective bargaining agreements, provided, however, that no member of the Local shall be individually or personally liable for the debts or liabilities contracted or incurred by the Local in the acquisition of lands or leases or the purchase, leasing, designing, planning, architectural supervision, erection, construction, repair, or furnishing of buildings or other structures, to be used for the purposes of the Local, unless such member in a writing signed by him or by his agent assumes such debt or liability, and, provided further, there is no presumption or inference that any member of the Local has consented or agreed to the incurring of any obligation by the Local from the mere fact of joining or being a member hereof, or signing its Constitution and By-laws.

(iii) To enter into any of the commercial transactions authorized by the California Commercial Code, including without limitation, the right to be a party to negotiable paper, to the issuance or transfer of warehouse receipts, bills of lading and other documents of title, and to the issuance or transfer of investment securities, subject to any conditions, restrictions, or requirements imposed by law.

(iv) To purchase, receive, own, hold, lease, mortgage, pledge or encumber by deed of trust or otherwise, manage, and sell all such real estate and other property

of every kind, nature, and description, as may be necessary for the business purposes and objects of the Local and to design, plan, elect, construct, repair and furnish buildings or other structures to be used for the purposes of the Local, subject to the provisions of Subparagraph (ii) of this Paragraph C.

(v) To receive gifts of real or personal property, in trust or otherwise, and to take and receive by will real or personal property necessary for its business purposes and objects, subject to the laws regulating the transfer of property by will, and to take and receive by will or deed all real or personal property not necessary for its business purposes and objects and hold it, provided, however, that it dispose of such property within a period of ten (10) years from the acquisition thereof.

(vi) To adopt, alter, or cancel an insignia and to register such insignia, alteration, or cancellation thereof in the office of the Secretary of State.

(vii) To adopt, use, and at will alter, a Local seal, but failure to affix the seal shall not affect the validity of any instrument.

(viii) To adopt, amend, or repeal this Constitution and By-laws in such manner as may be provided herein, provided, however, that this initial Constitution and By-laws of the Local may be adopted by the unanimous written consent of the Executive Committee or by the vote or written consent of a majority of the voting members of the Local.

(ix) Generally to have and exercise all other rights and powers now conferred, or which may hereafter be conferred, on such associations by law, or which do not

contravene the law or public policy of the State of California or of the United States.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each paragraph shall, except where otherwise expressed, not be limited or restricted by reference to or inference from the terms or provisions of any other paragraph, but shall be regarded as independent purposes and powers.

D. Notwithstanding any of the foregoing provisions, the Local shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary nonprofit purposes of the Local set forth in Paragraph B of this Preamble.

The principal place of business of the Local shall be located in _____.

I

JURISDICTION

The Local shall exercise jurisdiction over the physicians and dentists in those areas set forth in the Charter granted to the Local by the California Federation.

II

MEMBERSHIP

Section 1. Membership

There shall be one (1) class of members in the Local.

All members shall have equal participation rights in the Local with each member of the Local being entitled to one (1) vote. There shall be no limit upon the number of Local members.

Every member of the Local shall also be a member of the California Federation and the Union of American Physicians and Dentists, [Northern or Southern] California Council (the "Council").

Section 2. Admission to Membership

Membership in the Local shall be open to any physician or dentist who is licensed as such by the State of California and who falls within the jurisdiction of the Local as such is set forth in the Charter granted to the Local by the California Federation; who endorses the purposes of the California Federation, which purposes are set forth in Article I, Section 2 of the Constitution and By-Laws of the California Federation; who endorses the purposes of the Council, which purposes are set forth in Article I, Section 3 of the Constitution and By-Laws of the Council; who endorses the objectives set forth in the Preamble to this Constitution and By-Laws; and who is neither affiliated with nor a member of any other organization which acts or seeks to act as a collective bargaining agent for physicians or dentists. Every Local member must, concurrently with and as a condition for the retention of such membership, also be a member of the Council and the California Federation.

Section 3. Application for Membership

Membership in the Local shall be obtained by the making of a written application signed by the applicant and the approval of the application by the Executive Committee of the Local ("Executive Committee"). The Executive Committee shall pass upon the eligibility of the applicant, with all applicants who are found eligible being admitted to membership. Any person who has

been expelled from the membership of the Local or who has resigned his membership or whose membership has otherwise been terminated, may be readmitted to the membership in the discretion of and by the approval of the Executive Committee, provided that such former member is otherwise qualified for membership in the Local and has made written application for re-admission to such membership.

Section 4. Termination of Membership

Membership in the Local may be terminated by resignation, expulsion, or loss of eligibility for membership.

Resignation shall become effective either upon the date of receipt of written notice of resignation to the Executive Committee, or upon any date designated by the resigning member which is not more than sixty (60) days subsequent to the date of submission of written notice of resignation and which is agreed to by the Executive Committee.

Any member may be expelled from membership pursuant to the procedures set out in Article XI.

The membership of any member who becomes ineligible for membership in the Local shall, upon a finding of such ineligibility by the Executive Committee, be deemed to have been terminated as of the date upon which he became ineligible ("ineligibility date"), or such other date as may be designated by the Executive Committee, except that such other date shall not be more than six (6) months after the ineligibility date.

Any member whose dues, assessments and payment of fines, if any, are in arrears by more than one (1) year shall be

subject to loss of membership pursuant to action by the Executive Committee as hereinafter set forth. The Executive Committee shall examine the dues and assessment records of the membership at least once each year, and shall notify or cause to be notified in writing members whose dues and/or assessments are at such time in arrears by more than one (1) year that they will be declared ineligible for continued membership three (3) months after the date set forth on such written notification, unless their arrearages and current year's dues, assessments and fines, if any, are paid during the interim period. If said arrearages and current dues, assessments and fines are not fully paid within such three (3) month period, the Executive Committee shall declare the membership of such members terminated.

Any member who withdraws from membership may only regain membership status by applying for re-admission as a new member, and such individual must pay all fees required of any new applicants and members.

Section 5. Transfers

No member shall have the right to transfer his membership in the Local. All rights and interests of or belonging to any member, if any, shall automatically terminate upon death or termination of membership in the Local.

III

INITIATION FEE, DUES, ASSESSMENTS, AND FINANCIAL REPORTS

Section 1. Initiation Fee

Every person becoming a member of the Local shall pay

an initiation fee of Twenty-Five Dollars (\$25.00), payable to the Council, except where payment of said fee is expressly waived by an authorized representative or agent of the Council.

Section 2. Membership Dues

Every member of the Local shall pay annual dues of One Hundred Dollars (\$100.00), payable to the Council, which dues shall include membership in the California Federation, the Council and the Local. This amount may be paid at the option of the member and after written notification of his decision thereof to the Secretary, in either of two ways: (i) in four (4) equal quarterly installments of Twenty-Five Dollars (\$25.00) each due by March 1, June 1, September 1, and December 1 of each year or (ii) in one (1) lump payment of One Hundred Dollars (\$100.00) due as of December 1.

The Local shall, by the _____ day of _____ of each year, receive from the Council, the amount of _____ Dollars (\$_____.00) per member on behalf of each member who shall then be current in the payment of this annual dues, together with a list of the Local members on whose behalf such remittance has been made by the Council.

Section 3. Assessments

Assessments for the payment of expenses of the Local not covered by monies received from the Council as dues may be levied by the Executive Committee against each member with the approval of the membership of the Local at a Regular Meeting of the members or a Special Meeting of the members called for such purpose; and such assessments, if any, may be levied upon all members alike, or in different amounts or proportions or upon

a different basis upon different members and may exempt some members.

Section 4. Financial Accounts; Auditing

The financial accounts of the Local and the books of the Treasurer shall be prepared at the end of each fiscal year by a Certified Public Accountant or Public Accountant selected by the Executive Committee. The Executive Committee shall also have the authority to order an audit by an independent Certified Public Accountant, or an audit conducted by a committee composed of members of the Local appointed by the Executive Committee for such audit, at any other time or times it may deem necessary and proper. A copy of the financial report covering each such fiscal year or other period shall be made available to all Local members upon individual written request.

IV

MEETINGS OF MEMBERS

Section 1. Regular Meetings

The Regular Meetings of the members of the Local shall be held on the _____ of January, April, July and October of each year at _____ .m. at the principal office of the Local or at any other time or place determined by a resolution of the Executive Committee. The meeting that shall be held on the _____ of October shall also be designated the Annual Meeting of the Local. No notice of any such Regular Meeting need be given if it is held on the _____ at _____ .m. at the principal office of the Local; otherwise written notice of the time and place of each Regular Meeting shall be delivered personally to each

member or sent to each member mail or other form of written communication, chares prepaid, addressed to the member at his address as it is shown on the records of the Local or given by such member or members to the Council for the purpose of the purpose of notice. Any notice shall be mailed or delivered at least fifteen (15) days before the date of the meeting.

The agenda for each Regular Meeting shall include by way of illustration and without limitation thereto:

(1) Call to order, tally of members present, and certification by the proper officer of the presence of a quorum vel non;

(2) Reading and approval of the minutes of the last Regular Meeting;

(3) Review and analysis of the activities of the Local since the last meeting, or, if the meeting shall be Annual Meeting, since the last Annual Meeting, as presented in a report by the Executive Committee;

(4) Unfinished business;

(5) Communications;

(6) Reports of committees;

(7) New business;

(8) Discussion and recommendations for improvements of the Local;

(9) Any special program designated by the Program Chairman or President (such as guest speakers, etc.); and

(10) Adjournment.

Section 2. Special Meetings

A Special Meeting of the Local for a specific purpose may be called at any time by the President, or upon written request of at least one-half (1/2) of the members of the Executive Committee. Written notice of the time, place and agenda of any such Special Meeting shall be provided to all members at least fourteen (14) days prior to the date set for such meeting. Such notification shall be delivered personally to each member or sent to each member by mail or other form of written communication, charges prepaid, addressed to the members at their respective mailing addresses, as such are shown on the records of the Local or given by such member or members to the Local for the purpose of notice.

The agenda for each Special Meeting shall include:

- (1) Call to order, tally of members present, and certification by the proper officer of a quorum vel non;
- (2) Reading of the notice calling the meeting;
- (3) Transaction of the business for which the meeting was called, and no other business; and
- (4) Adjournment.

Section 3. Quorum

Regular or Special Meetings require the voting presence in person of at least five percent (5%) of the members of the Local to validly transact business; all decisions shall be made by majority vote of such quorum of members present.

Section 4. Validation of Meeting Defectively Called or Noticed

The transaction of any meeting of the members of the Local, however called and noticed, shall be as valid as though had at a meeting after regular call and notice if a quorum is present in person, and if, either before or after the meeting; a majority of the voting members not present sign a written waiver of notice, or a consent to holding this meeting, or an approval of the minutes of the meeting. All the waivers, consents, or approvals shall be filed with the Local records or be made a part of the minutes of the meeting.

V

EXECUTIVE COMMITTEE

Section 1. Executive Committee as Governing Body

Except as otherwise provided by this Constitution and By-Laws, the powers of the Local shall be exercised, its property controlled, and its affairs conducted by the Executive Committee. The Executive Committee shall consist of eight (8) members.

Section 2. Composition, Manner of Election, and Term of Service of the Executive Committee; Vacancies Thereon

The eight (8) members of the Executive Committee shall consist of the President, Vice President, Secretary and Treasurer of the Local and four (4) other members of the Local who shall be the at-large members of the Executive Committee. All members of the Executive Committee shall be elected as set forth in

Article VI hereinafter.

All elections to membership on the Executive Committee, shall be for three-year terms of office; all such three-year terms of office shall run concurrently with each other. Any member of the Executive Committee shall be eligible for re-election thereto for an unlimited number of consecutive or other terms of office.

Section 3. Duties

The Executive Committee is charged with the implementation of the purposes and policies of the State Federation as expressed in this Constitution and By-Laws, and as may be directed by the membership. To this end, the Executive Committee shall conduct business in the name of the Local, shall prepare plans for future activities by the Local and shall maintain or cause to be maintained the records of the Local.

The Executive Committee shall supervise all officers, agents and employees of the Local to assure that their duties are properly performed. Members of the Executive Committee shall register their addresses with the Secretary of the Local, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

The Executive Committee shall regularly report to the Local membership through the Local newsletter or like publication and at the Regular Meetings of the membership of the Local.

The Executive Committee shall approve or disapprove of the establishment of committees and the appointment of Chairmen and other members thereto by the President, and, if the Executive Committee shall disapprove, then the establishment or appointments

so disapproved of shall not be valid or placed into effect.

The Executive Committee shall review, and may publicly comment upon, the reports of all committees.

The Executive Committee shall direct the Treasurer with respect to Local expenditures.

Section 4. Meetings of Executive Committee

The Executive Committee shall hold Regular Meetings at least once every month, with additional Special Meetings being called as may be required, to conduct the business of the Local between Regular Meetings of the membership. Such Regular and Special Meetings shall be called, and notice thereof provided, as may be ordered by the Executive Committee. Meetings shall be held at the principal office of the Local unless otherwise provided by the Executive Committee.

Section 5. Quorum for Meetings of Executive Committee

At meetings of the Executive Committee, a quorum of five (5) members of the Executive Committee present in person shall be required for the transaction of business; only those acts or decisions done or made by a vote of five (5) members present shall be the acts of the Executive Committee.

Section 6. Validation of Meeting Defectively Called or Noticed

The transactions of any meeting of the Executive Committee, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call

and notice, provided a quorum, as hereinbefore defined, is present and provided that either before or after the meeting each of the members of the Executive Committee not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the Local records or made a part of the minutes of the meeting.

Section 7. Conduct of Meetings of the Executive Committee

Except as otherwise expressly provided in this Constitution and By-Laws, or by law, no business shall be considered by the Executive Committee at any meeting at which a quorum, as hereinbefore defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Executive Committee present at such meeting may adjourn from time to time until the time fixed for the next Regular Meeting of the Executive Committee.

All meetings of the Executive Committee shall be governed by Sturgis' Standard Code of Parliamentary Procedure (2nd Edition) insofar as such rules are not inconsistent or in conflict with this Constitution and By-Laws of the Local, or with any applicable law.

Meetings of members of the Executive Committee shall be presided over by the President of the Local, or in his absence by the Vice President or, in the absence of both, by a chairman chosen by a majority of the members of the Executive Committee present. The Secretary of the Local shall act as

Secretary of the Executive Committee. In case the Secretary is absent from any meeting of the Executive Committee, the presiding officer may appoint any person to act as Secretary for the meeting.

Section 8. Expenses

All Officers and Executive Committee members shall be fully reimbursed by the Local for all reasonable expenses for transportation, lodging, meals and incidental expenses incurred by them while they are properly acting on behalf of the Local. The Treasurer shall review all such requests for expense reimbursement, and shall approve all reasonable requests. No such reimbursement shall be approved for that portion of expenses reimbursed by the California Federation, the Council or another organization.

Section 9. Compensation

All Executive Committee members shall serve as such without compensation from the Local; Executive Committee members who are also officers or employees of the Local may, however, receive compensation from the Local in consideration of their services as such officers or employees.

Section 10. Action Without Meeting

Any action required or permitted to be taken by the Executive Committee pursuant to this Constitution and By-Laws or law may be taken without a meeting if all members of the Executive Committee shall individually or collectively consent in writing to such action. Such written consent shall be filed

with the minutes of the proceedings of the Executive Committee. Such action by written consent shall have the same force and effect as a unanimous vote of such members of the Executive Committee. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Executive Committee without a meeting and that the Constitution and By-Laws of the Local authorize the Executive Committee to so act, and such statement shall be prima facie evidence of such authority.

VI OFFICERS

Section 1. Officers

The Officers of the Local shall be a President, Vice President, Secretary, and Treasurer, and such other officers as the Executive Committee may authorize and appoint. The same person may not simultaneously hold more than one of these offices. The terms of office for the President, Vice President, Treasurer, and Secretary shall be three (3) years and all such terms of office shall run concurrently with the terms of office of the Executive Committee. The term of any other office shall be as specified by the Executive Committee. Each officer shall continue to hold office in any event until his successor has been duly elected or selected.

No officer, agent or employee of the Local, the Council or the California Federation may receive any loan from the Local.

Section 2. Qualifications

Any member in good standing of the Local is qualified for nomination, election or selection as an officer of the Local.

Section 3. Nomination

At least forty-five (45) days preceding a scheduled election, a Nominating Committee of six (6) members of the Local, all of whom are to be chosen by the Executive Committee and at least three (3) of whose members shall not be members of the Executive Committee, shall nominate one (1) or two (2) candidates for each office or at-large Executive Committee position which shall be the subject of such scheduled election. The membership of the Local may nominate additional candidates through the submission of petitions therefor, each signed by at least ten percent (10%) of the members of the Local, to the Secretary at least twenty-one (21) days before the date of the scheduled election. Any member so nominated whose signature does not appear on the nominating petition shall be promptly notified of such fact by the Secretary and shall indicate to the Secretary in writing his willingness to be a candidate prior to the Secretary certifying such member's name for placement on the ballot.

Should only one (1) individual be nominated for a particular position, he shall automatically be declared elected.

Section 4. Election of Officers and At-Large Members of the Executive Committee

The President, Vice President, Secretary, Treasurer and

the at-large members of the Executive Committee shall be elected by the members present in person and voting at the Regular Meeting of members held in April of every third year, provided a quorum is present, or, if no quorum is present, at the next succeeding Regular or Special Meeting at which a quorum is present.

Written notice of the time and place of elections shall be delivered personally to each member or sent to each member by mail or other form of written communication, charges prepaid, addressed to the member at his address as it is shown on the records of the Local or given by such member or members to the State Federation for the purpose of notice. If a member gives no address, notice shall be deemed duly given him if sent by mail or other means of written communication addressed to the place where the principal office of the Local is situated, or if published at least once in some newspaper of general circulation in the county in which such principal office is located. Any notice shall be mailed or delivered at least fourteen (14) days before the date of elections.

The four Nominees for the office of at-large member of the Executive Committee receiving the highest number of votes from among all the nominees therefor shall be elected to such office. The nominees for the offices of President, Vice President, Secretary and Treasurer receiving the highest number of votes therefor shall be elected to such respective offices.

Section 5. Removal and Resignation of Officers

Any Officer or Officers appointed by the President may be removed, either with or without cause, from office by

the President or upon the vote of four (4) members of the Executive Committee. Any Officers or at-large members of the Executive Committee elected by the members of the Local may be removed, either with or without cause, from office upon a vote of two-thirds (2/3) of a quorum present of the members of the Local in office, at any Regular or Special Meeting of the membership. Any Officer may resign at any time by giving written notice to the Executive Committee or to the President or Secretary of the Local. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies amongst the Officers and At-Large Members of the Executive Committee

Vacancies in the Executive Committee shall exist (1) on the death, resignation, or removal of any member of the Executive Committee; (2) whenever the number of members of the Executive Committee authorized is increased; and (3) on the failure in any election by the members of the Local entitled to vote therefor to elect the full number of members of the Executive Committee authorized.

The Executive Committee may declare vacant the office of a member of the Executive Committee (1) if he is declared of unsound mind by an order of court, or finally convicted of a felony; or (2) if within sixty (60) days after notice of his election he does not accept the office either in writing or by

attending a meeting of the Executive Committee.

Vacancies caused by the death, resignation, or disability of a member or members of the Executive Committee, or by his or their removal as provided in this Constitution and By-Laws, or by appropriate action of the Local increasing the number of members of the Executive Committee authorized shall be filled by the vote of the membership of the Local.

In the event of a vacancy caused by the death, resignation, removal, disqualification, or otherwise, in the Office of President, the Vice President shall assume the duties of the President until a successor to the President has been elected by the members of the Local to serve out the unexpired portion of the term of office. The Executive Committee shall designate an interim officer to perform the duties of any other vacant office whose holder thereof is elected pursuant to Section 4 hereinabove, prior to the proper election of a successor holder of such vacant office. Vacancies in all offices whose holders are elected pursuant to Section 4 hereinabove, and amongst the at-large members of the Executive Committee, shall be held at the first Regular or Special Meeting of the membership to be held at least seventy-five (75) days after the date such vacancy shall have taken place. The nomination procedure set forth in Section 3 hereinabove, and the notice procedure, quorum and voting requirements set forth in Section 4 hereinabove shall be utilized for such elections.

In the event of a vacancy caused by the death, resignation, removal, disqualification, or otherwise, in any other Office whose holder is selected by the Executive Committee the President

shall designate an interim Officer to perform the duties of such office for the period prior to the selection of a successor by the Executive Committee.

If the Executive Committee accepts the resignation of a member of the Executive Committee tendered to take effect at a future time, either the Executive Committee or the members of the Local entitled to vote therefor may elect a successor to take office when the resignation becomes effective.

A person elected a member of the Executive Committee to fill a vacancy as in this Section provided shall hold office for the unexpired term of his predecessor, or until his removal or resignation as in this Constitution and By-Laws provided.

A reduction of the authorized number of members of the Executive Committee does not remove any member of the Executive Committee prior to the expiration of his term of office.

VII

DUTIES OF OFFICERS

Section 1. President

The President shall be the Chief Executive Officer of the Local and shall in general, subject to the control of the Executive Committee, supervise and control the affairs of the Local: He shall perform all duties incident to his office and such other duties as may be required by law or by this Constitution and By-Laws, or which may be prescribed from time to time by

the Executive Committee. The President, with the approval of the Executive Committee, may hire such nonvoting administrative and auxiliary personnel as he believes reasonably necessary or proper for the efficient operation of the Local. He shall preside at all meetings of the Local; shall, with the approval of the Executive Committee, establish committees and appoint Chairmen and other members thereto; shall be an ex-officio member of all committees and shall coordinate their activities; shall be Chairman of the Executive Committee; and shall sign the minutes of the meetings at which he presides. The approval by the membership of the minutes of any meeting shall constitute endorsement of the acts of the President as described in such minutes. At the conclusion of his term, the President shall submit a written report to the Local regarding the standing and progress of the Local.

Section 2. Vice President

In the absence of the President, or in the event of his inability to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. He shall assume the duties of the President in the event of the death, resignation, or disability of the President, until such time as the membership shall have elected a successor to the President. The Vice President shall have such other powers and perform all such other duties as may be prescribed by law, by this Constitution and By-Laws or as may be prescribed by the Executive Committee.

Section 3. Treasurer

Subject to Article XIII of this Constitution and By-Laws, the Treasurer shall, inter alia, have charge and custody of, and be responsible for, all funds and property of the Local; deposit all funds in the name of the Local in such banks, trust companies, or other depositories as shall be selected by the Executive Committee; receive, and give receipt for, all funds due and payable to the Local from any source whatever; shall supervise and direct preparation of financial statements for presentation to the Executive Committee for review and approval; shall make disbursements only when authorized to do so by the Executive Committee; shall keep an itemized account of all receipts and disbursements; shall keep a complete record of dues, assessments, and any and all other revenue and funds collected from each member and from others; shall prepare and submit to the Local at the Regular Meetings of members an itemized statement of receipts and disbursements, showing the cash balance on hand; shall maintain adequate and suitable insurance on Local property; exhibit at all reasonable times the books of account and financial records to any member of the Executive Committee, or to his agent or attorney, on request therefor; exhibit at all reasonable times to any member, his agent, or attorney, on written demand therefor for a purpose reasonably related to his interests as a member, the books of account and financial records, and shall exhibit said records at any time when required by the demand at any Regular Meeting or Special Meeting of the membership of ten percent (10%) or more

of the members of the Local present at such Regular Meeting or Special Meeting; shall assist in the annual fiscal year-end preparation of the financial accounts, and during any and all audits of such financial accounts; shall provide a yearly financial statement to the membership, publishing same in the Local's newsletter or like publication; and perform all duties incident to the office of Treasurer and such other duties as may be required by law, by this Constitution and By-Laws or which may be assigned to him from time to time by the President or the Executive Committee.

The Treasurer shall see that all records of the Local pertaining to income, disbursements and financial transactions of any kind whatsoever shall be retained in original form as is or may hereafter be required by the Federal Labor-Management Reporting and Disclosure Act of 1959, as amended, or by other applicable laws or regulations.

Section 4. Secretary

The Secretary shall keep at the principal office of the Local, and at such other place or places as the Executive Committee may direct, minute books of all proceedings of the Executive Committee, the membership and any committees thereof, containing, inter alia, all acts and proceedings thereof, the time and place of holding thereof, whether meetings were regular or special, and if special, how authorized, the forms of notice given, if any, the names of those present, and the number of those in attendance at such meetings. The Secretary shall see

that all notices are duly given in accordance with the provisions of this Constitution and By-Laws or as required by law; shall be custodian of the records and of the seal of the Local and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Local under its seal is authorized by law or this Constitution and By-Laws; shall keep at the principal office of the Local a membership book containing all membership records and application cards, including membership numbers, and a record of all members admitted by initiation or otherwise, as well as all suspended or expelled members, as well as a record of all members whose memberships have terminated, together with the dates on which such memberships terminated; shall keep a record of the correct names and addresses of all members initiated or re-admitted, of all other persons from whom revenue is derived, as well as those suspended for non-payment of dues or for any other cause, and of those who shall have transferred or withdrawn from membership; and shall perform such other duties as may be required by law, by this Constitution and By-Laws, or which may be assigned to him from time to time by the Executive Committee.

The Secretary shall exhibit at all reasonable times to any member of the Local, or to his agent or attorney, on request therefor, the Constitution and By-Laws, the membership book, and the minutes of the proceedings of the Executive Committee, or other committees and of the members of the Local.

The Secretary shall insure that all statements or reports which the Local is legally required to file are filed with the appropriate Federal, State or other governmental or

quasi-governmental agency.

The Secretary shall see that a full and complete copy of this Constitution and By-Laws, as such may be amended, certified as such by the Secretary as a full, true and correct copy thereof, shall be recorded in a book which shall be kept in the principal office of the Local.

VIII

COMMITTEES; PARLIAMENTARY PROCEDURE

Section 1. Committees

The President, with the approval of the Executive Committee, may establish committees and appoint Chairmen and other members thereto. The President may establish such periods of establishment and appointment as he desires, subject to the approval of the Executive Committee. Any member in good standing of the Local shall be eligible to serve as a Chairman or other member of a committee, except that no person shall serve as the Chairman of more than one committee of the Local at any one time.

Each committee may adopt rules for its own government and procedure not inconsistent with law, this Constitution and By-Laws, or with such rules and regulations as may be adopted by the Executive Committee.

All committees shall maintain an active liason and working relationship with similar committees of the California Federation and the Council so as to avoid duplication of effort

and to engage in joint projects and other activities of mutual benefit.

Section 2. Quorum for Committee Meetings

At meetings of committees, a quorum of one-half (1/2) of the members thereof, plus one (1) additional member thereof, present in person, shall be required for the transaction of business; all decisions shall be made by the majority vote of such quorum of members present.

Section 3. Parliamentary Authority

The parliamentary provisions of the Federal Labor-Management Reporting and Disclosure Act of 1959, as amended, pertaining to unions, as well as any other applicable Federal and California statutes, shall be followed in all activities of the Local when required by law.

Parliamentary procedure concerning meetings of the Executive Committee, all other committees and the Regular and Special Meetings of the membership, shall be governed by Sturgis' Standard Code of Parliamentary Procedure (2nd Edition) in all areas not governed by law, this Constitution and By-Laws, or such other rules as may be duly adopted by the body holding the meeting.

IX

RELATIONSHIP WITH THE COUNCIL AND CALIFORNIA FEDERATION

The Local shall honor completely and abide by all provisions of the Constitution and By-Laws of the California

Federation as may be applicable to Local Unions thereof, as well as those provisions of the Constitution and By-Laws of the Council as may be applicable to Local Unions. The Local shall adopt and maintain this Constitution and By-Laws consistent with, and in conformity with, a model California Federation Constitution and By-Laws for Local Unions. The Local shall be responsible for those affairs and matters which concern physicians and dentists within the Local's jurisdiction. The Local shall not enter into any collective bargaining agreement except with the authorization and approval of the Council. The Local shall not enter into any collective bargaining contract or any recognition agreement except as an express co-party with the Council. Whenever the Local shall engage in any labor negotiating, it shall do so only with a representative of the Council present in the status of a co-negotiator.

The Local shall not incorporate, nor shall the Local make any contract or incur any liability on behalf of the California Federation or the Council except with the express written approval of the Executive Committee of the California Federation or the Council, respectively. The California Federation shall not be responsible for any Local action, unless such action is specifically authorized by the Constitution and By-Laws of or authorized or approved by the Executive Committee of the California Federation.

The Local shall not engage in a strike, job action, boycott or other form of economic pressure without first having received the prior written approval therefor of both the

California Federation and the Council.

X

AFFILIATION WITH AMERICAN FEDERATION OF PHYSICIANS AND DENTISTS

The Local shall be affiliated with the American Federation of Physicians and Dentists ("American Federation"). All members of the Local shall, concurrently with such membership, also be members of the American Federation.

XI

DISCIPLINE OF LOCAL MEMBERS

A. The Local may censure, fine, suspend, or expel a member for valid cause including, but not limited to, the following:

- (1) Failure to conform to the Constitution and By-Laws of the Local;
- (2) Dishonesty in dealing with fellow members while acting as a representative of the Local;
- (3) Conviction of a felony or other criminal offense which would tend to bring discredit upon the Local;
- (4) Dual unionism (joining another union of physicians or dentists when the California Federation claims jurisdiction in the same area); and
- (5) Willfully slandering or libeling another member, or preferring false charges against him.

B. Charges against any member may be filed with the Secretary, in writing, by any member of the Executive Committee ("charging member"). A member so charged ("charged member") shall have the right to written notice thereof and a fair and impartial hearing thereon before the Executive Committee or such other committee as the President may, or may have, established for the purpose of presiding at such a hearing. The charged member shall be served with charges in affidavit form in person or by registered mail, and all relevant documentation, depositions, affidavits, lists of witnesses, and any and all other forms of available evidence bearing on the matter under consideration shall be filed with the Secretary of the Local by both the charging member and the charged member, and such shall be made reasonably available to all such parties concerned for examination and copying. A public hearing on the charges shall be held within sixty (60) days from the date on which the charges are served on the charged member, and the charged member shall have the right to counsel, present at such hearing, by an attorney of his choice or by a member of the Local. The charged member shall have the right to cross-examine witnesses who appear or testify against him, to present witnesses in his defense, and to refute the charges; the hearing shall not, however, be required to follow common law or statutory rules of evidence as may be applied in California or Federal courts or administrative tribunals. The charged member shall be provided with a decision on the matter, in writing, within a reasonable time after the completion of the hearing, not to exceed thirty

(30) days following the date of completion of the hearing. The charged member shall have the right to appeal the decision of any such hearing and judicial body to the general membership at its next Regular Meeting or at a Special Meeting duly called for such purpose. At any such meeting, the membership may sustain, reduce, or overrule the decision rendered or any penalties assessed, but may not increase such penalties.

C. Subject to the provisions of any and all applicable Federal and California statutes, every member or officer of the Local against whom charges have been preferred and disciplinary action taken, or who has a grievance, claim or dispute against the Local or any officer thereof, agrees as both a condition and covenant of his membership, and the continuation of such membership, to pursue and utilize all applicable hearing, grievance and appeal procedures as may be provided by the Local, the Council, and the California Federation and further agrees not to file or prosecute any action before any court, tribunal or other governmental agency until such applicable hearing, grievance and appeal procedures have been so pursued and utilized.

D. No member expelled from the Local shall be readmitted within six (6) months from the date of such expulsion, and no application from an expelled member shall be accepted until he has paid all dues, assessments and fines that may be still outstanding against him.

E. Any member who shall (except in the case of, and on account of, illness) willfully fail to appear before the

Executive Committee or any committee appointed pursuant to this Constitution and By-Laws for the purpose of hearing charges against a member, or before the Local, when such person has been notified in writing delivered in person or by registered mail at least ten (10) days prior to the date of such committee hearing or Local meeting, may, upon a finding thereof by such committee or meeting, be held in contempt of such committee or meeting and be fined Ten Dollars (\$10.00) for the first such offense, and the amount of such fine shall be doubled for each such subsequent failure to appear.

F. Any violation of any provision of this Constitution and By-Laws may be punishable by a fine of not less than Ten Dollars (\$10.00) nor more than One Hundred Dollars (\$100.00), or by written reprimand publishable in the Local newsletter or like publication, or by suspension from membership and all rights and privileges appertaining thereto for not less than five (5) days nor more than thirty (30) days, or by expulsion, or by any combination of or all of the foregoing penalties, at the discretion of the committee or Regular or Special Meeting of the membership, which shall hear the matter, taking into due account all relevant facts and circumstances in connection with the particular violation or violations therein involved.

G. Any officer or committee member appointed by the President may be removed from such position by the President, or upon the vote of four (4) members of the Executive Committee, at any time upon written notice thereof to such officer or committee member. Any officer or committee member selected by

the Executive Committee may be removed at any time from such position upon a vote of two-thirds (2/3) of a quorum present at a meeting of the Executive Committee. Such removal by the President or the Executive Committee shall be effective as of its having been validly voted upon, but the officer or member so removed shall be given written notice thereof, sent by registered mail, postal charges prepaid, addressed to the officer or member at his mailing address as such is shown on the records of the State Federation.

H. No person serving on the Executive Committee or any other committee shall be allowed to cast a vote in connection with any disciplinary or removal action by such body wherein such person is the subject of the action, nor shall such person be counted as present in connection with the satisfaction of the quorum required by such body to validly transact business.

XII

DISCIPLINE OF THE LOCAL

If the Local shall violate any applicable provision of the Constitution and By-Laws of the California Federation or the Council, or the Local Constitution and By-Laws, or acts in a manner deemed to be detrimental to the interests of the California Federation or the Council, the Local may be disciplined by the Executive Committee of the California Federation or the Council, as provided in this Article and in the respective Constitution

and By-Laws of the California Federation and the Council.

Any member of the California Federation shall have the right to prefer written charges against the Local, which charges shall be reviewed by the Executive Committee of whichever body shall have been tendered such charges, the California Federation or the Council, or its designees to determine whether it appears to such Executive Committee that such charges have a reasonable basis in fact ("prima facie case"). Upon a determination by such Executive Committee that a prima facie case has been alleged against the Local, a notice of such determination, including the nature of the alleged offense and the names of the member or members, if any, who preferred charges against the Local shall be forwarded, by certified mail, to each Officer of the Local. Such notice shall also set a date for a review of the alleged offense by a committee to be appointed by the President of such body, the California Federation or the Council, (the "Hearing Committee") which date shall be not less than thirty (30) days or more than ninety (90) days from the date of the notice. The Hearing Committee shall accord the officers and other representatives of the Local a full and fair hearing on the merits of the alleged offense under procedures to be determined by the Hearing Committee. The Hearing Committee shall be authorized to cause such penalty or penalties to be assessed against the Local as shall be authorized by the respective Constitution and By-Laws of the California Federation and the Council. The decision of the Hearing Committee on these matters shall be final.

In a case where the Council shall recommend to the California Federation that the Charter of the Local be suspended or revoked, or that it be placed under a Trusteeship of the California Federation, or that a fine be assessed against it, then the Hearing Committee need not afford to the Local a complete or a partial rehearing on the matter, but the Hearing Committee shall review all available evidence and the records of the hearing of the Council before making its determination in the matter.

If the Local shall become six (6) months in arrears with respect to the payment of dues, fees, or assessments, it shall be notified by the California Federation or the Council on the tenth day following the expiration of such six (6) month delinquency period of such arrearage. If the Local fails to promptly remit such overdue payments, it shall be automatically suspended on the fifteenth day following the date of notification and shall not during the period of such suspension be entitled to any rights or privileges otherwise afforded such organization pursuant to the Constitution and By-Laws of both the California Federation and the Council.

XIII

FUNDS AND PROPERTY OF THE LOCAL

Section 1. Revenue

The funds of the Local shall be raised by membership dues and assessments, and by such other means as the Local may

from time to time determine.

Monies paid to the Local by or in behalf of a member shall be applied to his or her financial obligations to the Local in the following descending priority: 1) Fines; 2) Assessments; 3) Initiation fee; 4) Dues; and 5) Other fees.

Section 2. Disbursement of Funds; Bonding

All bills payable, notes, checks or other negotiable instruments of the Local shall be made in the name of the Local. The President shall sign and the Treasurer of the Local shall countersign all such negotiable instruments; however, the President and Treasurer of the Local may from time to time transfer such sums of money to administrative accounts, including payroll accounts, petty cash accounts and such other accounts as may be necessary to meet administrative and current obligations of the Local. The President and Treasurer of the Local may jointly designate properly bonded employees to sign checks for and draw upon such administrative accounts. All persons authorized to sign any negotiable instruments for the Local shall be bonded by a reputable corporate surety in an amount consistent with the amount of funds over which they may have control, the fees for such bonds to be paid by the State Federation. No officer or agent of the Local, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft or warrant, or other negotiable instrument nor endorse the same in the name of the Local, nor contract or cause to be contracted any debt or liability in the

name of or in behalf of the Local except as expressly prescribed and provided in this Constitution and By-Laws.

The membership, at any Regular Meeting or at any Special Meeting called for such purpose, may, if approved by the Executive Committee, authorize disbursements of Local funds for any purpose that shall directly or indirectly aid or serve the objects of the Local or the objects of the general labor movement.

Section 3. Property Rights

Membership in the Local shall not vest any member with any right, title or interest in or to the funds, property or any and all other assets of the Local, now owned and possessed, or that may hereinafter be acquired, and each member, as both a condition and a covenant of his applying for, accepting and retaining membership in the Local, expressly waives any right, title or interest in or to the property of the Local, including the funds of the Local.

The title of all property, funds, and other assets of the Local shall at all times be vested in the Local, for the benefit of the membership of the Local, but no member shall have any severable proprietary right, title or interest therein.

Section 4. Suits Against the Local, Members of the Executive Committee, Officers and Employees

In the event that a lawsuit is brought against the Local or any of its officers or employees, as a result of any action taken by them on behalf of the Local, funds of the Local

may be expended for all costs attendant therewith, including by way of illustration and without limitation thereto, attorneys fees, investigation expenses, court costs and the costs of a settlement or judgment. In the event any officer or employee of the Local is held personally liable, either by way of judgment, compromise, or settlement, arising out of a lawsuit against such officer or employee regarding the performance of his duties on behalf of the Local, the funds of the Local may be expended to satisfy such judgment, compromise or settlement. The Executive Committee shall decide when the expenditure of Local funds would be appropriate in such cases, and, if so, may authorize such expenditures.

XIV

INSURANCE

The Local shall obtain and bear the cost of all necessary insurance coverage for the protection of the Officers, employees, agents, and property of the State Federation, which may include indemnity insurance in which all members of the Executive Committee, Officers and Employees are indemnified or insured against liability or loss arising out of such persons' actual or asserted misfeasance or nonfeasance in the performance of such persons' duties or out of any actual or asserted wrongful act against, or by, the State Federation including, but not limited to, judgments, fines, settlements, and expenses incurred in the defense of actions, proceedings, and appeals therefrom.

XV

INTERPRETATION OF CONSTITUTION AND BY-LAWS; APPLICATION OF CALIFORNIA FEDERATION AND COUNCIL CONSTITUTION AND BY-LAWS

Questions concerning the interpretation of any provision of this Constitution and By-Laws shall be finally resolved by the Executive Committee; except that should there be any conflict between any of the provisions of this Constitution and By-Laws and the Constitution and By-Laws of the California Federation or the Council, then the provisions of such Constitution and By-Laws of the California Federation or Council shall govern.

XVI

DISSOLUTION

On the dissolution or winding up of the Local, its assets remaining after payment of, or provision for payment of, all of its debts and liabilities, shall be forfeited and surrendered to the Council.

XVII

AMENDMENT OF CONSTITUTION AND BY-LAWS

The amendment or repeal of any provision of, or the adoption of a new provision to, this Constitution and By-Laws shall be proposed to the membership either by a Resolution of two-thirds (2/3) of the Executive Committee or upon the petition

by at least twenty percent (20%) of the membership of the Local. An affirmative vote of a majority of the membership shall be required to adopt, amend or repeal any such provision. Such vote may be taken at a Regular Meeting or a Special Meeting of the membership, or it may be taken by mail ballot if such is authorized by the Executive Committee. Any such adoption, amendment or repeal of any such provision shall become effective (i) thirty (30) days after the required affirmative vote therefor shall have been certified by the Secretary, and (ii) such adoption, amendment or repeal of any such provision shall have been expressly approved by the Executive Committee of the California Federation.

The Executive Committee shall resolve any question raised concerning the amendment process and procedures.

Within seven (7) days from the date of effectiveness of any adoption, amendment or repeal of any provision of this Constitution and By-Laws, the Secretary shall mail to each member appropriate notice of the amendment, specifying its effective date.

XVIII

GENDER OF TERMS

Except in such circumstances where the context otherwise requires, the use of the masculine gender shall include the feminine and neuter genders, the use of the feminine gender shall include the masculine and neuter genders, and the use of

the neuter gender shall include the masculine and feminine genders.

XIX

SAVINGS CLAUSE

If any provision of this Constitution and By-Laws shall be declared invalid or inoperative, by any competent authority of the executive, judicial, or legislative branch of the Federal or a State Government, the Executive Committee shall have the authority to suspend the operation of such provision during the period of its invalidity and to substitute in its place and stead a temporary provision which will satisfy the objections to its validity and which will be in accord with the intent and purpose of the invalid provision. However, unless such temporary provision is duly approved as a permanent amendment to this Constitution and By-Laws pursuant to the procedure set out in Article XVII within six (6) months from the date of its interim adoption by the Executive Committee, it shall automatically cease having any effect or validity. The remainder of the provisions of this Constitution and By-Laws shall not be affected by the invalidity of any specific provision, and they shall remain in full force and effect.