

BYLAWS

OF

UNITE HERE LOCAL 737

ORLANDO, FLORIDA

Revised 2012

ARTICLE I NAME AND OBJECT

Section 1 This organization shall be known as UNITE HERE Local 737, Orlando, Florida, affiliated with UNITE HERE International Union.

Section 2 The purpose of this organization shall be to organize all persons within its jurisdiction; to establish and maintain equitable wage scales and working conditions; to elevate moral, social and intellectual standing of its members; to guard their financial interests; to promote their general welfare and the Local's cardinal principles of truth, justice and morality; to secure employment for its members and to uphold the dignity of labor in the theme park, hotel, motel, restaurant and related industries in all legitimate ways.

Section 3 Wherever a masculine pronoun occurs in these bylaws, it shall be deemed to include the feminine pronoun.

ARTICLE II MEMBERSHIP

Section 1 Membership of this organization shall consist of an unlimited number of workers in the hotel, motel, restaurant and related industries, who agree to abide by the bylaws of this Local and the UNITE HERE Constitution, as presently in effect or as hereafter amended.

Section 2 Acquiring Membership. A person eligible for membership and working within the jurisdiction of this Local Union, making application for membership, shall become a member of this Local and the International Union upon receipt of the membership application and the dues and fees which may be required.

Section 3 Passive Membership. Any person who is a manager, owner or proprietor or any person who is employed outside the jurisdiction of this Local Union and not employed in the jurisdiction of this Local Union may be accepted for or hold membership in this Local Union only as a passive member, provided such person maintains no affiliation with a proprietors' organization hostile to this Union.

(a) Passive members shall not be entitled to voice or vote or to attend meetings of the Local Union. They shall be ineligible for election to any office in this Union or for any position as a delegate representing the Union.

(b) Passive membership is hereby declared a privilege, revocable at will by the Executive Board of the Local Union or by the President of UNITE HERE; such revocation of passive membership by the President shall not be appealable.

(c) Any member desiring to change his membership status from active to passive must appear before the Executive Board of the Local and such change in status can only be granted upon the approval of the Executive Board.

ARTICLE III MEETINGS

Section 1 Meeting Schedule. The regular membership meeting of this Local shall be held in Orlando at least quarterly, as scheduled by the Executive Board. All membership meetings of this Local shall be held in accordance with Robert's Rules of Order.

Section 2 Special Meetings. Special meetings may be called by the President, by majority vote of the Executive Board, upon the written request of 100 members in good standing, or by vote of the Union. In any case, all members shall be notified of such meeting by the Financial Secretary-Treasurer. No business shall be transacted other than that for which the meeting is called.

Section 3 Quorum. Fifteen members, including one qualified to preside, shall constitute a quorum for the transaction of all business.

Section 4 Members shall be expected to attend all meetings when possible and to take an active interest in the affairs of the Union.

ARTICLE IV OFFICERS

Section 1 Officers of this Local Union shall be the President, Vice President, Financial Secretary-Treasurer, Recording Secretary and 12 Executive Board members. All of the above-named officers shall constitute the Executive Board of the Local Union. The Local Union shall also have three Trustees.

Section 2 All officers, agents, shop stewards, and other representatives or employees of this Local Union or of any trust in which the Local Union is interested, who handle funds or other property, shall be bonded for the faithful discharge of their duties in accordance with the requirements of applicable Federal and State law and Article 21, Section 3 of the UNITE HERE Constitution. The premiums on said bonds shall be paid by the Local Union.

These premiums shall be paid to the International Union for so long as the International Union obtains bonding for this Local.

Section 3 Any officer or employee of this Local entitled to a vacation shall be required to take such vacation within two years after becoming entitled to same. If such officer or employee fails to take such vacation, he shall be deemed to have waived the right to same.

ARTICLE V NOMINATION AND ELECTION

Section 1 The election of officers shall be held by secret ballot in the month of September, 2012, and every three years thereafter among the members in good standing in this Local Union.

Section 2 A reasonable opportunity shall be given to the members to nominate candidates for office. Nominations of officers shall be received in the month of August, 2012, and every three years thereafter.

Section 3 Eligibility for office:

(a) In order to be eligible to be nominated for office, a member must have been an active member in continuous good standing for a period of 12 calendar months immediately preceding nominations.

(b) No member may be eligible to be nominated to any office in this Local Union unless employed or available for employment in the jurisdiction of this Local Union or an officer or employee of this Local Union or the International Union.

(c) In order for any member to be eligible to be nominated for office in this Local, the member must be present at the nominating meeting or must have submitted a written statement to the Recording Secretary prior to the opening of nominations, indicating the member's willingness to accept the nomination.

(d) No member may be nominated for more than one office when such offices conflict.

Section 4 The Recording Secretary, not less than 15 days prior to the date of nominations, shall mail to each member in good standing to the member's last known home address a notice of the offices to be filled and the time, date, place and manner of submitting

nominations, as well as the time, date and place of the election. The notice shall bear the signatures of the President and the Financial Secretary-Treasurer.

Section 5 An Election Committee of five members in good standing who are eligible to be elected as officers or Executive Board members, the majority appointed by the President and the minority appointed by the Vice President, shall take charge of the election and provide safeguards to ensure a fair election. No candidate for office or any officer serving out a term of office shall be eligible to serve on the Election Committee. The Election Committee shall pass on the eligibility of all candidates and their decision shall be subject to appeal to the President of UNITE HERE.

Section 6 Designation as a Slate

(a) Any group of candidates that wishes to appear on the ballot as a slate shall submit a written request for such designation to the Election Committee at least ten (10) days before the election. If the election is to be conducted by mail ballot, any such request shall be submitted at least ten (10) days before the ballots are scheduled to be mailed to the members.

(b) A request for designation as a slate shall be approved by the Election Committee provided that the slate: (i) includes a candidate for at least two-thirds of the separate categories of offices or positions to be filled at the election (including categories which may have been filled by acclamation), and (ii) where two or more places are to be filled in a category of elective offices or positions, includes at least one-half of the number of persons to be elected to each such office or position.

(c) Permission may be withheld by the Election Committee if the slate designation requested is so similar to that selected by another slate as to mislead voters.

(d) Any candidate in an election may appeal to the President of UNITE HERE from a decision granting or denying designation as a slate.

(e) If a request for designation as a slate is approved, the ballot shall provide space at the head of the list of candidates so that one vote may be cast for all candidates appearing under such slate. Each candidate in such slate, however, shall in addition have printed

opposite the candidate's name, a space or box in which an individual vote for the candidate may be cast and recorded.

Section 7 All candidates shall have the right to have an observer at the polls and at the counting of the ballots. In a mail ballot election, all candidates may have an observer accompany the member(s) of the Election Committee who pick up the ballots from the post office box and return them to the ballot box. All observers must be active members of the Union in good standing.

Section 8 The votes cast by members of this Local shall be counted and the results for each office shall be announced and published separately. The Election Committee shall preserve the tally of ballots for one year and the Financial Secretary-Treasurer shall preserve for one year all other records pertaining to the election.

Section 9 The installation of all officers-elect shall take place within two months following the election. The new officers shall take the pledge set forth in Article 8, Section 8 of the UNITE HERE Constitution. The outgoing officers shall immediately turn over all books, records, property and assets belonging to the Local to the newly installed officers. If any officer-elect fails to make an appearance at the installation he shall forfeit the office to which he was elected, unless excused by the Executive Board because of illness or other justifiable reason.

ARTICLE VI VACANCIES

Section 1 Vacancies in any office shall be filled for the unexpired term by appointment by the Financial Secretary-Treasurer, subject to the approval of the Executive Board.

Section 2 In the event of a vacancy in the office of Financial Secretary-Treasurer, such vacancy shall be filled for the unexpired term by appointment by the President, subject to approval of the Executive Board and ratification by the membership.

Section 3 The Executive Board may, in its discretion, call a special election at any time to fill a vacancy in any elective office, in which event the person holding the position by virtue of the above sections shall serve only until the successful candidate in the special election assumes office.

ARTICLE VII RESIGNATIONS

Section 1 Officers, with the exception of bonded officers, shall have the privilege of resigning at any regular meeting, provided no charges are pending against them and their resignations are submitted in writing.

Section 2 A bonded officer shall present the officer's resignation in writing at least one meeting before it is acted upon and if the Trustees report that the financial accounts of the Local Union are in proper order and there are no charges pending, the resignation may be accepted.

ARTICLE VIII DELEGATES

Section 1 Where permitted, and where not otherwise provided by these bylaws, delegates to all bodies with which the Local Union votes to affiliate shall be appointed by the Financial Secretary-Treasurer, subject to approval of the Executive Board and ratification by the membership.

Section 2 Delegates to the International Convention, if there is an International Convention scheduled during that term of office, may be nominated and elected at the same time as the regular nomination and election of officers is held. In any event, delegates to the International Convention shall be elected not less than 45 days prior to the date of the Convention.

Section 3 The procedures and requirements, include the notice pertaining to the nomination and election of officers as set forth in these bylaws, shall (where necessary) apply equally to the nomination and election of delegates to the International Convention and all other bodies.

ARTICLE IX DUTIES OF OFFICERS

Section 1 President. The President shall be the chief executive officer of the Local Union and shall perform the following duties:

- (a) Preside at all regular and special membership meetings and at all meetings of the Executive Board.
- (b) Have the authority to call special meetings of the Executive Board.

- (c) Take such action as the President deems necessary to preserve order and decorum at all meetings.
- (d) Appoint the majority of all committees, and be a member ex officio of all committees, except trial and election committees.
- (e) Co-sign all checks for payment of money from Union funds and sign all documents required by the Local and the International Union for the protection and welfare of the members.
- (f) When feasible, keep regular office hours for the convenience of the members, as well as the employers, and perform such other duties as may be required.
- (g) Employ or terminate business agents and other employees needed by the Union, subject to the approval of the Executive Board. The remuneration of said employees shall be in accordance with Article IX, Section 5 (b) of these bylaws.
- (h) Assign tasks and direct the organizational work of all staff members. He shall do his utmost to enlarge the membership of the Union.
- (i) Visit or cause to be visited under his direction and supervision all establishments under contract with this Local. He shall endeavor to maintain congenial relations between employers and members of the Union and to obtain employment for all job applicants.
- (j) By virtue of office, be a delegate to the International Union Convention and to all other bodies with which the Local Union affiliates.

Section 2 Vice President. The Vice President shall

- (a) Aid and assist the President in the discharge of the President's duties and in preserving order and decorum in the Local.
- (b) Preside over all meetings in the absence of the President and, for the time being, be invested with the same power as the President.
- (c) Perform such other duties as may be consistent with the Vice President's office.
- (d) Appoint the minority of all committees.

(e) By virtue of office, be a delegate to the International Union Convention and to all bodies with which the Local Union affiliates.

Section 3 Financial Secretary-Treasurer. The Financial Secretary-Treasurer shall perform the following duties:

(a) Keep or cause to be kept a complete and accurate set of books in such a manner that it will show all of the business transactions of the Union, including its income and expenditures and its assets and liabilities.

(b) Make a financial report to the membership at each regular meeting, giving an official accounting of all monies collected and expended by the Union.

(c) Collect or cause to be collected all fines, dues and any other fees due the Union and shall give official receipt for all monies collected; pay the routine operating expenses of the Union by check.

(d) Co-sign all checks for disbursements of Union funds.

(e) Promptly deposit all monies in a bank designated by the Executive Board, except for an amount of petty cash to be determined by the Executive Board.

(f) Keep or cause to be kept under his direction and supervision a list of names of all sick members and all members whose dues the Local Union remits and, on the first day of each month, draw a check for same, writing a receipt and posting to each member's account.

(g) Compile or direct and supervise the compilation of monthly reports to the International Union as required by Article 18, Section 3 of the UNITE HERE Constitution.

(h) In the absence of a presiding officer, call meetings to order and preside until a temporary chairman is elected by the membership.

(i) By virtue of office, be a delegate to the International Union Convention and to all other bodies with which the Local Union affiliates.

Section 4 Recording Secretary. The Recording Secretary shall:

(a) Keep a complete record of all committees and officers of the Local Union.

(b) Notify all committee members of their appointment.

- (c) Take a true and faithful record of the proceedings of the Local Union's meetings which shall be transcribed in the minute book provided for that purpose by the Local.
- (d) Call the roll of all officers present at all meetings and record attendance in the minute book.
- (e) By virtue of office, be a delegate to the International Union Convention and to all other bodies with which the Local Union affiliates.

Section 5 Trustees. The Trustees shall supervise the property of the Local Union and shall submit an itemized inventory thereof each fiscal year. They shall audit the books of the Financial Secretary-Treasurer each month and verify the monthly financial reports and the annual audit provided by Article 20, Section 2 of the UNITE HERE Constitution if the Local Union elects to have such audit performed. They shall certify that the books of all officers desiring to resign are properly balanced and audited and that any of the Local's business which might have been entrusted to those officers has been properly completed and accepted by the Local before the resignation can be accepted. All books, papers, documents and money belonging to the Local Union which officers or members of the Local might have in their possession shall be made available to the Trustees for inspection at designated times.

Section 6 Executive Board. The Executive Board shall consist of the President, Vice President, Financial Secretary-Treasurer, and Recording Secretary and 12 additional elected executive board members. The Executive Board shall meet monthly and a majority of the Executive Board shall constitute a quorum for the transaction of all business. The Executive board shall perform the following duties:

- (a) Between regular meetings, the Executive Board shall be the governing body of the Union. It shall have complete authority between meetings of the Union as may be exercised by the Union under the UNITE HERE Constitution and these bylaws, subject to the duties reserved to the President, Vice-President, Financial Secretary-Treasurer, and Recording Secretary by these Bylaws or the UNITE HERE Constitution.
- (b) All donations and expenditures, other than the routine operating expenses of the Union, shall first be referred to the Board for their approval. Routine operating expenses

include expendable supplies, cell phones, minor equipment (individual computers and ancillary devices, fax machines, low-volume copiers, phone units, bullhorns, adding machines, desktop organizers, etc.), repair and maintenance of buildings and equipment, expense reimbursement per policy and domestic travel for normal union business. Examples of expenditures requiring Executive Board approval are real estate transactions, new construction and major remodeling, computer systems, high-volume copiers, telephone systems, furniture, expense reimbursement policies, expense allowances, international travel, domestic travel for special purposes, policies regarding the lending employees to other organizations, policies regarding the expenses of employees borrowed from other organizations. All real estate transactions, indebtedness in excess of \$500,000 in a single transaction or series of related transactions or purchases or sales of fixtures, furniture or equipment in excess of \$100,000 in a single transaction or series of related transactions shall also require the approval of the membership at a regular or special meeting. No real property of the Local shall be transferred, conveyed, hypothecated or encumbered, unless the written consent of the International Union is first obtained.

(c) All salaries, wages, compensation or expense allowances for officers, employees and delegates of the Union shall be recommended by the Executive Board and shall be subject to approval or ratification by majority vote of the membership present at a regular or special meeting.

(d) All plans for the ownership or long term lease of real estate or the use of any of the funds of the Local or its members for such purposes shall be first recommended by the Executive Board and submitted to the membership for final approval by a two-thirds majority of those members present.

(e) Whenever this Local Union, a trust fund, corporation or other entity created directly or indirectly from funds derived from the Local or its members enters into a plan for the ownership, sale, encumbrance, remodeling or long term lease of real estate or uses any of its own or its members' funds for such purposes, the entire plan, including any trust agreements, articles of incorporation corporate bylaws, contracts and leases, shall be submitted to the President of UNITE HERE at least 30 days before becoming effective.

(f) The Local Union or other such entity may not establish or participate in a plan to hold real estate which does not permit the International Union to audit fully the building funds in the same manner as the Local Union's assets are audited.

ARTICLE X DUTIES OF MEMBERS

Section 1 Members shall observe secrecy in regard to the business transacted by this Local and shall not discuss the affairs of the Local with non-members.

Section 2 Members shall obey all lawful orders of the officers of this Union and of the International Union or its representatives.

Section 3 Members shall not work for wages below the scale adopted by the Union and shall abide by all working conditions contained in the working agreement adopted by the Union. Members must ascertain the wages and conditions to be received and shall immediately report all violations to the Union office.

Section 4 All active members shall do such picket duty as may be necessary to bring successfully to conclusion any strikes or organizing programs declared by the Union. The Financial Secretary-Treasurer shall keep a rotating picket list so that all members shall do an equal amount of picketing. Any active member, refusing to do picket duty when called upon, may take the option of paying the Union an established fee for a substitute picket. If a member refuses to picket or to take this option, the member shall be subject to charges and, if found guilty, shall be suspended or expelled. Exempted from picketing or paying an established fee are members who have attained 65 years of age or any member who is sick and cannot work.

ARTICLE XI TRIALS AND APPEALS

Section 1 No member of this Local may be fined, suspended, expelled or otherwise disciplined, except for non-payment of dues, by this Local or any of its officers unless such member has been (a) served with written specific charges; (b) given a reasonable time to prepare a defense; and (c) afforded a full and fair hearing as set forth in this Article.

Section 2 A member or officer of this Local shall be subject to charges and to stand trial when charged with violating these bylaws or the UNITE HERE Constitution. The procedures and requirements of said charges, trials and appeals shall be as set forth in Article 16 of the UNITE HERE Constitution.

Section 3 The President and Vice President shall appoint a trial board of five from the membership to hear the charges and to render a decision. When the accused is found guilty, the penalty may be a fine, suspension, expulsion, limitation to hold office or attend meetings, any combination of the foregoing or such other penalty as the determining authority may deem appropriate.

Section 4 The Financial Secretary-Treasurer shall notify the accused of the charges by sending him a copy thereof by registered mail or by delivering a copy of the charges to the accused personally. The accused shall be notified of the time, date and place, of the trial and shall be allowed not less than 30 days from the time of such notice for the preparation of a defense. Each side shall procure the attendance of its witnesses.

Section 5 The decision and penalty of the trial board shall be approved or modified at the next regular meeting of the Local before becoming effective. The Local's decision may be appealed to the International Union, as set forth in the UNITE HERE Constitution.

ARTICLE XII FINANCES

Section 1 Dues amounts shall be set in accordance with the procedures established in the UNITE HERE Constitution.

Section 2 The accumulative total of weekly dues is payable on the first day of each month. Any member being two calendar months in arrears for the payment of any dues, assessments or fines shall be considered automatically suspended. The provisions of Article XI of these bylaws shall not apply to such suspension.

Section 3 Reinstatement to membership in this Local Union shall be made in accordance with the procedures set forth in Article 13, Sections 6 and 11, Article 14, Section 5, and Article 17, Section 6 of the UNITE HERE Constitution.

ARTICLE XIII AMENDMENTS

Section 1 All proposed amendments to these bylaws must be in writing, proposed by the Executive Board or signed by 100 members in good standing with the Local and read at two consecutive meetings and voted upon at the second meeting. After the first reading, the proposed amendment must be posted on the bulletin board until final action. A two-thirds majority vote of members present at the second meeting shall be required to adopt an

amendment. No amendment shall become effective until approved by the President of UNITE HERE.

Section 2 The procedure outlined in Section 1 above shall be fully applicable to amendments providing for an increase in dues or initiation fees, except it shall require a majority vote by secret ballot on such second meeting day after reasonable written notice of intent to vote on the increase is given to the membership. The amendment as set forth in the notice is not subject to change after the notice is sent.

Section 3 Rules of order or order of business may be amended by a two-thirds vote of the membership present.

ARTICLE XIV INTERNATIONAL CONSTITUTION

Section 1 The terms and provisions of the UNITE HERE Constitution and any amendments thereto shall be binding upon this Local Union, its officers and members, as if fully set forth herein.

Section 2 Any provisions of these bylaws which are in conflict with the UNITE HERE Constitution or State or Federal law shall be of no force or effect.