

PACE International Constitution

UPIU-OCAWIU Merger Convention

Las Vegas, Nevada

January, 5th, 1999

PAPER, ALLIED-INDUSTRIAL, CHEMICAL AND ENERGY WORKERS INTERNATIONAL UNION

PREAMBLE

Believing that all persons have a natural right to the full enjoyment of the wealth created by their labor, and believing that such cannot be fully realized except through the united, free and democratic organization of working men and women, we do hereby unite ourselves and affiliate our respective Unions into an International Union to be known as the Paper, Allied-Industrial, Chemical and Energy Workers International Union (PACE), AFL-CIO-CLC, which shall operate as a labor, benevolent and fraternal organization.

ARTICLE I

OBJECTS AND PURPOSES

The objects and purposes of this International Union shall be to unite all workers:

- (a) to improve their wages, hours of work, job security and other conditions of employment, including but not limited to those which are conducive to safety, good health and full enjoyment of life;
- (b) to promote their social, political, cultural and economic interests, and to encourage their participation in political activities and to urge the exercise of their responsibilities as citizens;
- (c) to safeguard, protect and extend freedom, civil liberties and democracy;
- (d) to strive for equality regardless of race, color, creed, sex, age, religion or national origin;
- (e) to engage in collective bargaining, to support stability and prosperity in industry and to maintain harmonious relations between employers and the workers represented by this International Union;
- (f) to promote company and industry-wide bargaining;
- (g) to organize workers and assist in the organization of all working people;
- (h) to aid and cooperate with free trade unions everywhere and such other organizations whose purposes are in accord with and approved by this International Union, and to affiliate with and become a part of such organizations; and,
- (i) to engage in political activities and secure beneficial legislation and obtain the defeat and repeal of harmful legislation and keep the International Union free from any and all corrupt and subversive influences.

ARTICLE II

JURISDICTION

Section 1. The jurisdiction of PACE shall embrace all workers deemed appropriate by the International Executive Board.

Section 2. This International Union may be affiliated with other appropriate labor bodies by majority vote of the International Executive Board.

ARTICLE III

INTERNATIONAL UNION CONVENTIONS

Section 1. The supreme governing body of this International Union shall be its Convention.

Section 2. Regular Conventions shall be held every four (4) years at a time and place designated by the International Executive Board. All Convention arrangements shall be made by the Secretary-Treasurer. Such arrangements shall be subject to the review and approval of the International President and the International Executive Board.

The Secretary-Treasurer, at the direction of the President, shall issue a Convention Call to all Local Unions, International Officers and International Representatives and Organizers, setting forth the time and place at which the Convention will convene, not less than one hundred twenty (120) days prior to the date fixed for the Convention, if a regular Convention, and not less than forty-five (45) days prior to the date fixed for the Convention, if a Special Convention.

At the time that the Secretary-Treasurer issues the Convention Call, he or she shall notify all Local Unions as to the number of delegates to which they are entitled according to the per capita tax remitted as shown by the books of the International Union. He or she shall also supply each Local Union with credential forms in duplicate for its delegates. The President and the Recording Secretary of the Local Union shall sign the original and duplicate credential for each delegate elected by the Local Union and affix the seal of the Local Union thereto. The original credential shall be given to each elected delegate, the duplicate shall be forwarded by the Local Union to the International Secretary-Treasurer at least thirty (30) days before the opening date of the Convention. The original credential shall be delivered to the Convention or its appropriate designated committee by each respective delegate.

Section 3. Each Local Union shall be entitled to be represented at a Convention by the number of delegates determined as follows:

- (a) Local Unions having 150 members or less shall be entitled to one (1) delegate.
- (b) Local Unions having 151 members or more, but less than 251 members, shall be entitled to two (2) delegates.
- (c) Local Unions having 251 members or more, but less than 400 members, shall be entitled to three (3) delegates
- (d) Local Unions having 400 members or more, but less than 700 members, shall be entitled to four (4) delegates.
- (e) Local Unions having 700 members or more, but less than 1,500 members, shall be entitled to five (5) delegates.
- (f) Local Unions having 1,500 members or more, but less than 2,500 members, shall be entitled to six (6)

delegates.

(g) Local Unions having 2,500 members or more, but less than 3,500 members, shall be entitled to seven (7) delegates.

(h) Local Unions having 3,500 members or more, but less than 4,500 members, shall be entitled to eight (8) delegates.

(i) Local Unions having 4,500 members or more, but less than 6,000 members, shall be entitled to nine (9) delegates.

(j) Local Unions having 6,000 members or more shall be entitled to ten (10) delegates.

(k) No Local Union shall be entitled to more than ten (10) delegates.

Section 4. Local Unions may combine with other Local Unions within the same Region, and may elect no more than three (3) delegates to represent them. Not more than five (5) Local Unions may so combine, and the total membership of such combination shall not exceed 1,000 members. Delegates so elected shall be members of Local Unions so combined. Local Unions exercising this prerogative will notify the International Secretary-Treasurer thirty (30) days prior to the opening date of the Convention.

Section 5. For the purpose of determining the representation of Local Unions at the Convention, the number of members of each Local Union shall be deemed the average number on whom it paid per capita tax, or was exonerated from such payment, to the International Union during and for the twelve-month (12) period ending December 31st of the calendar year prior to the Convention. The votes of a Local Union chartered within said twelve-month (12) period shall be based on the average number of members on whom it paid per capita tax beginning with the first day of the month following the date of the Charter to said December 31st. A Local Union chartered after said December 31st, but prior to the Convention, shall be entitled to one (1) delegate and one (1) vote if per capita tax has been remitted to the International Union. In no instance shall a Local Union in good standing be entitled to less than one (1) delegate and one (1) vote. For the purpose of this Section, exoneration shall be limited to members on strike or lockout.

Section 6. A majority of the delegates in attendance at a Convention shall constitute a quorum for the transaction of business, but no action of the Convention shall be held invalid for lack of a quorum unless the question of the presence of a quorum is raised before such action is finally taken. Unless otherwise specified in this Constitution, all decisions of the Convention shall be by a majority of the votes cast on the question.

On roll-call votes, each Local Union shall be entitled to one (1) vote for each of its ten (10) members, as determined in accordance with Section 5. These votes shall be divided among the delegates in attendance from each Local Union when there is more than one (1) delegate in attendance. In the event a Local Union has only one (1) delegate at the Convention, that delegate shall cast all votes on behalf of his or her Local Union.

Section 7. The Officers of the International Union shall be entitled to attend the Convention and exercise all of the rights and privileges of delegates by virtue of their office and each shall be entitled to cast one (1) vote on all issues.

Section 8. All International Union Officers who retire in service with this International Union or its predecessor organizations may attend all International Union Conventions and their expenses, in connection therewith, shall be paid by the International Union from the Convention Fund.

Section 9. The Secretary-Treasurer shall prepare a record of the delegates for whom duplicate credentials have been submitted to the Convention for its approval. In the event that the right of any delegate to be seated at the Convention is challenged, the question shall be submitted to the Convention for decision and the challenged delegate may not vote until seated by the Convention.

Section 10. No Local Union shall be entitled to representation at the Convention that is two (2) months or more in arrears in

the payment of per capita tax or assessments at the time of the opening of the Convention.

Section 11. No person shall be eligible to serve as a delegate or alternate unless he or she has been a member in continuous good standing of the Local Union which elected him or her for at least one (1) year immediately preceding the date of the Convention, except in instances in which he or she is a member of a Local Union which has been chartered for less than one (1) year. In the latter case, to be eligible to serve as a delegate or alternate, he or she shall be a member of the Local Union in good standing.

Section 12. Each Local Union shall elect the Convention delegates to which it is entitled. It may also elect alternate delegates to the Convention in an amount not in excess of the number of delegates to which it may be entitled. The Local Union shall designate the alternate to replace a delegate. An alternate may exercise all of the rights of a delegate in the absence from the Convention of such delegate after being seated by the Convention. Delegates and alternates shall be elected in a secret ballot election of the members of each Local Union and in conducting such election all applicable laws shall be observed; provided, however, that a Local Union's Bylaws may provide that one (1) or more of the officers of the Local Union, who are elected at-large, shall automatically become delegates or alternates by virtue of the office to which they are elected.

Section 13. The expenses of delegates and alternates to the Convention shall be borne by the Local Union which they represent, except that the International Union shall pay such expenses as are provided in Section 14. The Local Unions shall pay the expenses and salaries of International Representatives or Organizers who are elected as delegates or alternates by said Local Unions. The International Union shall reimburse delegates serving on a Convention Committee prior to the opening of the Convention.

Section 14. The Secretary-Treasurer shall deposit the sum of thirty cents (30¢) from each per capita tax payment received in a special fund to be known as the Convention Fund. This thirty cent (30¢) allocation shall be increased annually in an amount equal to the annual average wage increase (on a percentage basis) negotiated throughout the International Union for the membership in their collective bargaining agreements. The monies in said Convention Fund shall be disbursed as follows:

(a) Up to two (2) delegates from each Local Union shall be entitled to a mileage allowance equal to the distance (one way) in miles between the Convention City and the city where the Local Union is located at the rate of thirty-one cents (31¢) per mile or coach class air fare. They shall also be entitled to a daily hotel and meal allowance in an amount and for a period determined by the International Executive Board. The distance in miles between the location of the Local Union and the Convention City shall be determined by the use of figures computed by a reputable map company such as Rand-McNally, AAA, or by some other such authentic published mileage guide or method which is approved by the International Executive Board.

(b) The amount shall be paid to the Local Union after the Convention, unless the Local Union requests in writing that payment should be made directly to its designated delegate. In that event, the delegate shall receive payment directly. The Local Union shall provide the selected delegate with a Convention Fund Certificate which will be supplied to the Local Union by the Secretary-Treasurer. The delegate shall present this Convention Fund Certificate bearing his or her name with his or her credential to the Convention, or its duly-designated Committee, and shall receive payment prior to Convention adjournment, provided he or she is seated as a delegate.

(c) Necessary expenses incurred for the conduct of the Convention, such as convention publications, supplies, printing materials, banquet charges, and other incidental expenses shall also be paid from the Convention Fund.

Section 15. The President shall preside at all Convention sessions except on those occasions when he may choose to designate some other person as Chairperson. Conduct of the Convention shall be under rules as may be adopted by the Convention on the opening day of the Convention, with Roberts Rules of Order prevailing for circumstances not covered by the Convention Rules.

Section 16. On questions coming before the International Convention, a roll-call vote shall be taken on a request of thirty

percent (30%) of the delegates. The Secretary-Treasurer shall have a roll of accredited delegates prepared and make such other arrangements as will expedite and facilitate the calling of the roll.

Section 17. Prior to the opening of the Convention, the President shall appoint and convene such Committees as may be necessary for the conduct of the business of the Convention. However, the Constitution, Resolutions, Credentials, and Appeals Committees shall consist of two (2) delegates from each Region and will be selected in the following manner:

One (1) delegate and an alternate from each Region shall be elected at the last Regional Council meeting held prior to the Convention. Should a Region elect not to have a Council, a Regional meeting will be held for the purpose of electing Committee members. The International President shall select one (1) delegate from each Region. All Committee members must be duly-elected delegates.

All other Committees shall be appointed by the President. A majority of a Committee shall constitute a quorum for the transaction of business at a Convention. All reports of Committees shall be presented in writing and signed by the members offering same. Members of the Committees who are required to perform services prior to and/or after the Convention shall be paid per diem, as set by the International Executive Board, plus reasonable hotel room expenses for the extra period necessary for performance of their duties. Only those members who have been elected delegates to the Convention by their Local Unions shall be eligible to serve on these Committees. The President shall appoint the Chairperson of all Committees and convene such Committees at a time deemed appropriate to facilitate an orderly transacting of Convention business.

Section 18. No Resolution or proposed Amendment of this Constitution shall be considered by the Convention unless submitted to the International President by a Local Union or Regional Council in good standing at least sixty (60) days prior to the date of the opening of the Convention and bearing the signature of the President and Recording Secretary or Financial Secretary of the Local Union or Regional Council, with their seal affixed, or one submitted by the International Executive Board. The Convention may waive the requirements of this provision and consider a Resolution or proposed Constitutional Amendment submitted late by a Local Union or Regional Council upon a two-thirds (2/3) affirmative vote of the votes cast on the question.

Resolutions or proposed Amendments submitted within the time limitations shall be printed in convenient form and numbered. Copies of Resolutions or proposed Amendments referred to the Convention Constitution or Resolutions Committee shall be mailed to the members thereof no less than seven (7) days prior to the convening of said Committees.

Section 19. International Representatives of the International Union shall have the right to speak at the Convention on any issue, but shall have no vote and no right to make motions, except the International Representatives that attend as delegates pursuant to Section 12.

Section 20. A Special Convention may be called by a two-thirds (2/3) vote of the Executive Board or by secret ballot majority vote of the members present at a specially-called meeting of the Local Unions which collectively represents at least fifty percent (50%) of the membership in the International Union. At least forty-five (45) days advance notice must be given of the date of a Special Convention, regardless of the means by which such Special Convention is called. Delegate selection, representation, voting and rules of the Special Convention shall be the same as for a Regular Convention as set forth in this Article. However, the International Union may or may not, at the discretion of the Executive Board, provide transportation and expenses for delegates as provided for in Regular Conventions.

Any Special Convention shall be limited to the subject matter set forth in the Call.

Section 21. There shall be no registration fee for Convention delegates. The Convention shall remain in session until all Convention business has been transacted.

ARTICLE IV

INTERNATIONAL UNION OFFICERS

Section 1. The International Union shall have the following officers: an International President, Executive Vice President, Secretary-Treasurer, two (2) Vice Presidents-at-Large, eleven (11) Regional Vice Presidents/Regional Directors, and two (2) Vice Presidents/Co-Directors.

Section 2. No person shall be eligible for nomination or election as an International Union Officer unless he or she shall have been a member of the International Union (or one of the predecessor International Unions, United Paperworkers International Union or Oil, Chemical and Atomic Workers International Union) in continuous good standing for a period of not less than five (5) years immediately preceding the Convention.

Section 3. Nomination and election of International Officers shall be conducted at Conventions, and they shall be elected by majority roll-call vote, except as may be otherwise provided in the Merger Agreement. If there is no opposition, a roll-call vote shall not be necessary. In the event of any vacancies in the International Executive Offices, such vacancies shall be filled by the International Executive Board, in the interim between Conventions, except as follows:

In the event of death, removal, resignation, promotion or retirement of the Secretary or Treasurer, such vacancy shall be combined into Secretary-Treasurer.

In the event of death, removal, resignation, promotion or retirement of the Vice Presidents-at-Large, such vacancy shall not be filled and the office shall be eliminated.

Upon the office of Executive Vice President becoming vacant, a position of Administrative Vice President shall be established for the purpose of administering national bargaining programs established pursuant to Article XVIII of the Constitution. If the vacancy occurs between Constitutional Conventions, the Administrative Vice President shall be elected from among members of the oil, chemical and/or atomic units by the members of the International Executive Board. If the vacancy occurs at the time of a Constitutional Convention, the Administrative Vice President shall be elected at the Constitutional Convention from among members of the oil, chemical and/or atomic units.

Section 4. The eleven (11) Vice Presidents/Regional Directors and Vice Presidents/Co-Directors, where they exist, shall be nominated and elected at Conventions by a majority of votes cast in their respective Region by a roll-call vote. If there is no opposition, a roll-call vote shall not be necessary.

In the event of the death, removal, resignation, promotion or retirement of any Vice President/Regional Director, the vacancy shall be filled by the OCAW/UPIU Vice President/Co-Director, if there is one in that Region. If not, then the International Executive Board shall within ninety (90) days call a Special Convention in that Region in which the vacancy occurs. Representation shall be in accordance with Article III of this Constitution, and the nominations and elections shall take place under the rules and regulations as provided for hereinabove.

In the event of the death, removal, resignation, promotion or retirement of a Vice President/Co-Director, the vacancy shall not be filled and the position shall be eliminated.

Section 5.(a) The Regional Divisions referred to herein shall be more specifically described as follows:

Region I

Maine
Vermont
New Hampshire
Massachusetts
Connecticut
Rhode Island

Region II

New York State
New Jersey North of Rt. 22

Region III

Pennsylvania
New Jersey South of Rt. 22
Delaware

Region IV

Maryland
District of Columbia
Virginia
North Carolina

Region V

Georgia
Florida
Alabama
South Carolina

Region VI

Mississippi
Louisiana
Texas
New Mexico

Region VII

Tennessee
Oklahoma
Arkansas
Missouri
Kansas
Nebraska
Colorado

Region VIII

Ohio
Kentucky
West Virginia

Region IX

Lower Michigan
Illinois
Indiana

Region X

Wisconsin
Minnesota
Upper Michigan
Iowa
North Dakota

Region XI

California
Nevada
Utah
Arizona
Alaska
South Dakota
Canada
Oregon
Idaho
Montana
Wyoming
Hawaii
Washington

In the event of significant growth of membership in Canada through new organization, affiliations of Local Unions or merger of labour organizations with the Paper, Allied-Industrial, Chemical and Energy Workers International Union, the President may then appoint a Canadian Director to direct and administer the affairs of the Canadian Local Unions until such time as a Constitutional Convention may re-establish a Canadian Region or Regions. The Canadian Director shall hold membership in one of the Canadian Local Unions.

Section 5.(b) The current eleven (11) Regions over time, by attrition, shall be reduced to eight (8).

Regions 1 and 2, 3 and 4, and 7 and 8 shall be merged, resulting in eight (8) Regions. When a vacancy in the office of Vice President/Regional Director and/or Vice President/Co-Director occurs, resulting in only one (1) Officer in the two (2) Regions, merger automatically occurs.

Any of the above Regions not merged by the 2007 Convention will be merged.

Section 6. Each regular Convention shall elect the International Union Officers, who shall take an oath and assume office immediately after their election and who, except as otherwise provided by this Constitution, shall hold office until their successor is elected.

OATH OF OFFICE:

"Do you solemnly pledge your word of honor that you will, to the best of your ability, uphold the Constitution of this International Union and discharge all the duties incumbent upon you as an Officer of the Paper, Allied-Industrial, Chemical and Energy Workers International Union?"

Upon affirmation, the President shall immediately assume office. In the absence of a retiring President, the obligation shall be administered by the Executive Vice President immediately after the election of the President. The President shall thereafter administer this obligation to the various elected and appointed officials before they shall enter upon their respective duties.

DUTIES OF PRESIDENT

Section 7. The International President shall be the principal Executive Officer of this International Union. He or she shall preside at all Conventions and meetings of the International Executive Board. All other Officers of the International Union shall be responsible to him or her for the full performance of their duties and he or she shall assign duties, responsibilities, and authority to the other Officers as may be required in serving the best interests and furthering the programs and policies of the International Union.

Section 8. The President may employ, fix the salaries of, assign, lay off and discharge such representatives, organizers, administrators, professional, technical, clerical and custodial employees, and such other employees as may be required. The

compensation of International Representatives or Organizers employed full-time by the International Union shall, both as to maximum and minimum rates, be approved by the International Executive Board. Such employees shall serve under the President's supervision and direction, except as may otherwise be assigned by him or her. The provisions of this Constitution relating to discipline, trials, hearings and appeals shall not be applicable to matters covered by this Section.

All permanent job openings must be advertised in the Union newspaper, and PACE members will be given first consideration, if capable, and any hiring of new permanent employees shall require approval of the International Executive Board.

Section 9. The President shall determine any and all questions as to the application, interpretation and construction of the provisions of this Constitution, or of parliamentary procedure or law, or of rules of order.

Section 10. The President shall direct and supervise all organizational functions of the International Union. His or her authorized representative may call meetings of any constituent Local Union, its Executive Board or any of its committees. His or her authorized representative may attend meetings of all boards and committees of the International Union or any of its Local Unions as an ex officio member thereof with voice but no vote, unless provided otherwise in this Constitution.

Section 11. The President shall authorize such expenditures as may be required to conduct the affairs of the International Union, except as may otherwise be provided by the International Executive Board. He or she shall countersign all checks drawn on the accounts of the International Union.

Section 12. He or she may appoint committees not otherwise provided for by this Constitution.

Section 13. He or she shall have the power to authorize a representative designated by him or her to audit the books, records and accounts of any Local Union, or to engage an accountant for that purpose.

Section 14. He or she shall authorize and sign charters to Local Unions upon appropriate application, subject to approval by the International Executive Board at or before the meeting at which the International Executive Board is advised of the issuance of the charter.

Section 15. He or she may assign any duty committed to him or her by this Constitution to any other International Union Officer. He or she shall perform such other duties as may be necessary to protect and advance the interests of the International Union. He or she shall submit a report of his or her activities to each regular Convention and to each meeting of the International Executive Board.

Section 16. The decisions and actions of the President, authorized by this Constitution, shall be binding on all Officers, members and employees of the International Union; however, all such decisions and actions shall be subject to approval by the Executive Board. All Officers, members and employees shall abide by the decisions and actions of the President, which are authorized by this Constitution, until such decisions or actions are approved or set aside by the Executive Board.

Section 17. The President shall receive an annual salary of \$156,872.16, plus applicable automatic adjustment effective January 1, 1999, during his or her term of office and for thirty (30) days thereafter on a prorated basis.

DUTIES OF EXECUTIVE VICE PRESIDENT

Section 18. The International Executive Vice President shall assist the International President in the performance of his duties and shall receive from the International President such assignments, duties, authority and responsibility as may serve the best interests and further the programs of the International Union.

He shall be assigned an Assistant and Confidential Secretary and provided other assistance as may be necessary by the International President, subject to the approval of the Executive Board.

He shall be responsible for the conduct of the administrative affairs and policies of the International Union assigned to him by the International President, which shall include serving as the Chairman of the National Oil, Chemical and Atomic Bargaining Policy Committee and shall receive such authority from the International President and such assistance as may be necessary to effectively perform his duties.

In the absence of the President, he shall preside at International Executive Board meetings.

He shall receive an annual salary of \$112,000, plus applicable automatic adjustment effective January 1, 1999, during his term of office and for thirty (30) days thereafter on a prorated basis.

He shall submit a report of his activities to each regular Convention and to each meeting of the International Executive Board, and his decisions and actions shall be subject to approval of the Executive Board.

DUTIES OF SECRETARY-TREASURER

Section 19. The International Secretary-Treasurer shall keep the records of Conventions, minutes of the International Executive Board, and other records of the International Union. He or she shall conduct correspondence pertinent to his or her office, receive all monies due the International Union and submit a monthly report to the President. He or she shall furnish affiliated Local Unions with supplies at cost; including books, blanks, seals and other standard supplies. He or she shall issue charters when properly applied for, and countersigned by the International President. He or she shall employ such assistants as shall be deemed necessary by the International Executive Board. He or she shall be Secretary of Conventions and Executive Board meetings, and shall perform such other duties as may be required by law.

He or she shall procure all printing, supplies and materials required in the conduct of business of the International Union.

He or she shall instruct Local Unions as to the manner in which they shall keep their records and accounts and may require them to submit periodic reports to him or her containing such information as the International Executive Board may prescribe.

He or she shall act as financial officer of the International Union, receive the income of the International Union and deposit all funds of the International Union in its name in depositories, and in conjunction with the President, invest such funds. Such depositories and investments shall be subject to approval of the International Executive Board.

He or she shall have custody of the financial books, records and documents of the International Union and shall keep correct account of all financial transactions of the International Union. He or she shall countersign all checks drawn on the International Union.

He or she shall have the authority to approve or disapprove all drafts drawn on him by the proper Officers and take receipt for same, and shall make all other authorized payments for expenses incidental to the work of the International Union. If he disapproves a draft drawn on him, it shall be submitted to the Executive Board for approval or disapproval.

He or she shall submit a detailed financial statement and a report of his or her activities to each meeting of the International Executive Board and to each regular Convention, and his or her decisions and actions shall be subject to the approval of the Executive Board.

He or she shall receive an annual salary of \$104,582.64, plus applicable automatic adjustment effective January 1, 1999, during his or her term of office and for thirty (30) days thereafter on a prorated basis.

DUTIES OF VICE PRESIDENTS-AT-LARGE

Section 20. The International Vice President(s)-at-Large shall be in charge of such projects as assigned by the President and

shall assist the President in carrying out the programs and policies of the International Union and shall receive from the President such assignments, authority and assistance as may be necessary to officially perform their duties.

The Vice President(s)-at-Large shall submit a report of their activities to each regular Convention and to each meeting of the International Executive Board, and their decisions and actions shall be subject to the approval of the Executive Board.

The Vice President(s)-at-Large shall receive an annual salary of \$86,280.24, plus applicable automatic adjustment effective January 1, 1999, during their term of office and for thirty (30) days thereafter on a prorated basis.

DUTIES OF VICE PRESIDENTS/REGIONAL DIRECTORS

Section 21. International Vice Presidents/Regional Directors shall assist the President in carrying out the programs and policies of the International Union. They shall serve as Regional Directors, where specified, or serve in other departments and programs of the International Union. They shall be responsible for the conduct of the administrative affairs and policies of the Union in such capacities, and shall receive from the President such authority and assistance as may be necessary to effectively perform their duties. They shall receive an annual salary of \$86,280.24, plus applicable automatic adjustment effective January 1, 1999, during their term of office and for thirty (30) days thereafter on a prorated basis.

They shall submit a report of their activities to each regular Convention and to each meeting of the Executive Board, and their decisions and actions shall be subject to approval of the Executive Board.

DUTIES OF VICE PRESIDENTS/CO-DIRECTORS

Section 22. Vice Presidents/Co-Directors shall assist the President in carrying out the programs and policies of the International Union. They shall serve as Co-Directors, where specified, or serve in other departments and programs of the International Union. They shall be responsible for the conduct of the administrative affairs and policies of the Union in such capacities, and shall receive from the President such authority and assistance as may be necessary to effectively perform their duties. They shall receive an annual salary of \$86,280.24, plus applicable automatic adjustment effective January 1, 1999, during their term of office and for thirty (30) days thereafter on a prorated basis.

They shall serve on the Executive Board, and shall submit a report of their activities to each regular Convention.

ARTICLE V

INTERNATIONAL EXECUTIVE BOARD

Section 1. There shall be an International Executive Board composed of the Executive Officers of the International Union, Vice President(s)-at-Large, Vice Presidents/Regional Directors, and Vice Presidents/Co-Directors.

Section 2. The International Executive Board shall execute the decisions of the Convention and shall be the highest authority and supreme governing body of the International Union between Conventions. It shall have general supervision over the affairs and properties of the International Union. It shall have authority to make rulings and adopt policies not covered by this Constitution or Convention decision, provided such rulings and policies shall not be inconsistent with the provisions of the Constitution or Convention decisions.

Section 3. The International Executive Board shall have the power to approve the expenditure, investment, management and use of the funds and property of the International Union, not only for the purposes and objectives expressly set forth in this Constitution, but for such additional purposes and objectives as may be set forth in the resolutions and programs adopted and/or ratified by a Convention or which the International Executive Board believes will further the general interest, welfare and objectives of this International Union.

Any transfer of monies from the Defense Fund shall be subject to the provisions of Article XIII, Section 4 of this Constitution.

Section 4. The International Executive Board shall have the power to borrow money and, as security therefor, to pledge or mortgage any property of the International Union, to make guarantees, and to buy, sell, exchange, rent, lease or otherwise acquire or dispose of real or personal property.

Section 5. The International Executive Board may amend the Charter or jurisdiction of any Local Union after notice and hearing. It may dissolve or withdraw the Charter of any Local Union after notice and hearing where the Local Union is composed of employees of one (1) establishment and this establishment ceases operations completely or in substantial part, or where the Local Union ceases to be the bargaining representative of the employees.

Section 6. The Charter of a Local Union or Regional Council may be suspended or revoked by the International Executive Board, subject to appeal to the Convention, for any of the following acts:

- (a) Refusal or willful failure to abide by this Constitution or Convention mandate;
- (b) Refusal or willful failure to submit records for inspection to the International President or his or her representative;
- (c) Refusal or willful failure to enforce penalties imposed by an appropriate tribunal of the International Union;
- (d) Taking court action against the International Union or any subordinate body before exhausting all remedies provided by this Constitution; or,
- (e) Internal disputes seriously affecting the welfare of its membership or endangering its existence.

Section 7. The International Executive Board may designate delegates and representatives of this International Union to conventions, conferences and meetings at which the International Union is entitled to representation.

Section 8. The International Executive Board shall have the right to exonerate from payment of per capita tax and dues, Local Unions and members involved in an authorized strike or a lockout, or for any other reason deemed valid by it, notwithstanding any other provisions of this Constitution to the contrary.

Section 9.(a) The International Executive Board shall determine the expenses, allowances and fringe benefits, such as pension, insurance, vacations and holidays, which will be provided to International Union Officers, Representatives, Organizers and other employees, in such amounts and extent, and pursuant to such conditions and circumstances as it may deem necessary or appropriate, except as may otherwise be provided herein.

(b) Salaries of International Officers, International Representatives and Staff employees shall be increased annually based on the annual average wage increase negotiated by the Union for the membership in their collective bargaining agreements. The International Union Research and Education Department shall make such computation in the month of October for the preceding twelve (12) months. The increase will go into effect January 1, 2000, and each January 1st thereafter.

Section 10. The International Executive Board shall submit a written report of its activities to each regular Convention for its approval.

Section 11. Each Officer, Representative, Organizer, Staff and other employee of the International Union charged with the handling or safeguarding of funds shall, before entering upon his or her duties, be bonded in an amount fixed by the International Executive Board. The premiums of such bonds shall be paid by the International Union.

Section 12. The International Executive Board shall meet at the call of the President or a majority of the members of the International Executive Board. The International Executive Board shall be convened at least two (2) times each year. A majority of the members of the International Executive Board shall constitute a quorum for the transaction of business at any

meeting, and its decisions shall be by a majority of the votes cast by those present and voting, except as provided elsewhere in the Constitution. It may act without meeting by the written approval of a majority of its members upon any matter or question presented to each of its members for action by the President.

Section 13. The International Executive Board shall engage a Certified Public Accountant to audit the books and financial records of the International Union at the end of the fiscal year, and such CPA shall submit a written report thereon to the Executive Board. This report shall be distributed to the International Executive Board and to all Local Unions.

Section 14. The International Executive Board shall maintain an International Headquarters in Nashville, Tennessee, and this office shall be the headquarters where all books, records, etc., shall be kept.

Section 15. The International Executive Board shall establish and elect an Audit Committee comprised of three (3) members of the International Executive Board to audit the books and financial records of the International Union and to submit reports thereon to the International Executive Board at its semi-annual meetings and shall submit a further report to the International Convention. The International Executive Board may replace any member of the Audit Committee when it deems necessary.

ARTICLE VI

RANK-AND-FILE ADVISORY BOARD

Section 1. There shall be a Rank-and-File Advisory Board consisting of one (1) person elected from each Region at Constitutional Conventions. The purpose of the Advisory Board is to consult and advise the Executive Board on any and all matters and issues, including merger with other Unions, and review the activities of the International. Records and accounts of the International necessary to carry out their responsibilities shall be made available to the Advisory Board.

Section 2. In addition to the Rank-and-File member of the Advisory Board, there shall also be elected from each Region an alternate to serve in the event the elected member of the Advisory Board is unable to serve.

Section 3. Each member of the Rank-and-File Advisory Board must be a rank-and-file member, not on the payroll of the International Union. However, this does not preclude employment by Local Unions or Regional Councils affiliated with the International Union. If, after election, a member of the Advisory Board accepts employment with the International Union, he or she must vacate the position for the duration of such employment.

Section 4. The Advisory Board shall meet at least two (2) times per year at a time and place determined by the International President, who shall ensure that the meetings be held with sufficient notice to assure attendance, and in advance of International Executive Board meetings. The Advisory Board shall select from among themselves three (3) members to attend the International Executive Board meetings in order to communicate to the Executive Board the actions of the Advisory Board. Two-thirds (2/3) of the members of the Advisory Board may request the International President to call special meetings of the Advisory Board, or special meetings may be called by the International President. The Advisory Board shall also meet prior to the International Convention and remain throughout the Convention. The International President, Executive Vice President, and Secretary-Treasurer shall attend all meetings of the Advisory Board, but shall carry no vote. The International President will preside over all Advisory Board meetings, and the Secretary-Treasurer will cause a record to be kept of the proceedings.

Section 5. Members of the Advisory Board shall receive an allowance of two hundred twenty-five dollars (\$225) per month to cover expenses of attending Regional Council meetings, visiting Local Unions and carrying out other activities of his or her office. Each member of the Advisory Board shall receive an allowance of two hundred twenty-five dollars (\$225) per day, of which the maximum allowable amount under IRS provisions will be attributable to out-of-town per diem, and the balance shall be reimbursed for salary and benefits, plus reasonable hotel room expenses, and travel expenses in accordance with the International Union policy when he or she is required to be away from his or her regular employment to attend meetings of the Rank-and-File Advisory Board and International Conventions.

Section 6. In furtherance of the responsibilities set forth herein, the Advisory Board will have the discretion to make such recommendations, as it may deem necessary, to the International Executive Board. Should the International Executive Board decline to implement the Advisory Board's recommendations, the Executive Board shall inform the Advisory Board of the reasons.

ARTICLE VII

LOCAL UNIONS

Section 1. Local Unions shall be chartered by the International Union when appropriate applications are made by local groups. The International Secretary-Treasurer shall issue Charters to Local Unions at the direction of the International President. In the event of refusal by these Officers to issue Charters to an applying group, the applicants shall have the right to appeal to the Executive Board.

Section 2. Seven (7) or more persons qualified for membership in this International Union may apply for a Local Union Charter, and upon receipt of the Charter shall constitute a Local Union of this International Union.

Section 3. Applications for Charters shall be made to the International President. There shall be no fee for a Charter. A Charter kit shall be supplied for a fee of fifty dollars (\$50). The International Secretary-Treasurer may issue and supply a Charter to the applicants containing such provisions as may be prescribed by the Executive Board.

Section 4. Newly organized groups of workers obtaining membership in the International Union may be assigned to membership in an already existing Local Union or shall be issued a Charter as a new Local Union by authorization of the International President.

Section 5. Local Unions shall adopt bylaws, rules and regulations for their government which shall not conflict with the provisions of this Constitution and which shall be subject to the approval of the International President. In the event of a conflict between bylaws of a Local Union and this Constitution, the Constitution shall be controlling. Until such time as a Local Union shall adopt its own bylaws, it shall be governed by the applicable provisions of this Constitution.

Section 6. In all Local Unions subject to the laws of the United States, the regular election of Local officers shall be by secret ballot among the members in good standing and shall be held no less often than once every three (3) years. Not less than fifteen (15) days prior to the election, notice thereof shall be mailed to each member at his or her last known home address.

Section 7. No Local Union, its officers, agents, representatives or members, nor the officers, agents, representatives or employees of the International Union, shall have the power or authority to make any contract or incur any liability binding on the International Union, without the written consent of the International President and the approval of the International Executive Board.

Section 8. Each Local Union shall meet monthly, unless otherwise specified in the Local Union Bylaws, but in no event less than four (4) times a year. Special meetings may be called by the International President, or his authorized Representative. International Union Officers and Representatives may attend any meeting of a Local Union, its Executive Board, or a committee thereof with a voice but no vote.

Section 9. No Local Union may withdraw or secede from the International Union. If any Local Union or any of the officers or members thereof shall attempt to withdraw or secede, or shall sponsor a movement to withdraw or secede, the International President may forthwith and without hearing suspend the officers of such Local Union, and the autonomy thereof, and appoint a Temporary Trustee to take immediate possession of all property of such Local Union and to manage and conserve the same and conduct the necessary affairs of such Local Union. The President shall report such action to the International Executive Board within fifteen (15) days after taking such action. After the establishment of such Trusteeship, the provisions

of Article XII of this Constitution shall be applicable.

Section 10. All books, records, funds and property in the possession of or subject to the control of a Local Union (which dissolves, withdraws or disaffiliates or whose Charter has been dissolved, withdrawn, suspended or revoked), including dues, fees, and assessments received from its members, whether or not held in the name of a corporation, trustees, or other nominees, shall become and remain the property of the International Union to be held and administered on behalf of all members of the International Union. The funds and property in the possession of, or under the control of a Local Union, shall be used and expended by it only in fulfillment of the purposes and objectives of the organization as set forth in this Constitution. Such funds and property shall not be liquidated, or disposed of, in whole or in part, by dividing it among the members, directly or indirectly, or by expending or diverting it in any manner for purposes or objectives not set forth in this Constitution. In the event that the membership of any Local Union falls below seven (7), or a Local Union is dissolved, withdraws, disaffiliates or is expelled from the International Union, the possession of all the books, records, funds and property of such Local Union shall be delivered forthwith to the International President or his or her authorized Representative.

Section 11. No funds or property of any Local Union shall be directly or indirectly loaned, given, or expended to assist any seceding, dual or antagonistic organization, or to any Local Union of this International Union which is in violation of this Constitution. No funds or property of any Local Union shall be loaned, given or expended to promote, support, endorse, assist or oppose directly or indirectly, the candidacy of a member seeking office or seeking to retain office in the International Union or any of its Local Unions.

Section 12. After a Local Union has been on strike or lockout for a period of sixty (60) days, it may then appeal for financial aid to the International President, and the International President may authorize the solicitation of aid from other Local Unions.

Section 13. Supplies issued by the International Union shall be provided at uniform cost to Local Unions.

ARTICLE VIII

REVENUE

Section 1. The initiation fee for membership in a Local Union of the International Union shall be fixed by the Local Union, but shall not be more than one hundred twenty-five dollars (\$125). Each Local Union shall pay the International Union one dollar (\$1) of the initiation fee collected from each member.

The International Executive Board must approve any initiation fee in an amount more than the maximum as stated above. The International President shall have the power to waive the payment of initiation fees for newly formed Local Unions, for members of newly-organized establishments, or under special circumstances.

Section 2. Membership dues shall consist of per capita tax collected for the International Union and monies retained by each Local Union, but shall not include fines or penalties payable by a member. The amount of membership dues shall be determined by each Local Union; however, each Local Union shall establish membership dues of not less than the amount currently in place on the effective date of this Constitution, plus any additional amounts required by the following formula.

Each Local Union's membership dues not equal to or greater than two (2) times the contract unit's average straight-time hourly earnings (ASTHE) shall be increased by two cents (2¢) per member per month for each one cent (1¢) additional general wage increase in each contract unit's ASTHE, plus twenty-five cents (25¢). Such adjustments shall be effective sixty (60) days following the effective date of the additional general hourly wage increase in each contract unit's ASTHE. A Local Union may vote to forego fifty percent (50%) of this automatic increase.

Local Unions whose contract unit per capita tax is equal to or greater than its ASTHE may exclude the twenty-five cents (25¢) from its automatic increase as outlined above.

Members-at-Large, Organizing, will have dues consistent with the above. The specific amount of the dues will be established by the Local Union, subject to approval of the International President.

Section 3. Per capita tax shall be paid by each Local Union to the International Union on each month's dues collected from each member.

Each January 1st, the per capita tax payments to the International Union shall be increased one cent (1¢) per member per month for each one cent (1¢) average increase in the ASTHE of all Local Union contract units between October 1st and September 30th each year.

Each January 1st, the per capita tax for existing contract units with a per capita tax rate less than their ASTHE shall be increased twenty-five cents (25¢), in addition to the automatic increase. In no case shall the per capita tax exceed the ASTHE of an existing contract unit.

The International Union shall compute the average increase in the ASTHE of all Local Union contract units based upon the general increases received between October 1st and September 30th each year, and notify each Local Union by November 1st each year of the amount of per capita tax that each Local Union shall pay for each contract unit.

The dues and per capita tax rate for newly-organized and newly-affiliated units or groups shall be two (2) times the ASTHE set in the first PACE contract. Thereafter, the per capita tax shall be increased one cent (1¢) per member per month for each one cent (1¢) additional general wage increase.

Section 4. Per capita tax shall be paid to the International for members who have paid dues for the current month or in advance. It is further provided that per capita tax shall be paid on members paying dues for delinquent months.

Each Local Union must forward the per capita tax collected on behalf of the International Union to the International Secretary-Treasurer by the third Monday of the next month for the preceding month's dues. Any Local Union failing to submit their per capita tax on time, will be penalized five percent (5%) of the monies due for the month, or months, its payment is delayed. The International Executive Board may exonerate any Local Union from such penalty where it is found the delinquency was caused by reasons beyond the control of the Local Union.

This money shall at all times be the property of the International Union. No authority shall exist, or be created, for the expenditure of any portion of this per capita tax by any entity other than the International. The Local Union shall forward the monies to the International Union without necessity of a vote by the Local Union.

If examination of the books of a Local Union reveals that any funds due the International have been spent in any other way by Local Union officers, the International President is hereby authorized and instructed to remove the officers and appoint an administrator to take charge of the Local's affairs until the Local demonstrates a willingness and ability to obey the Constitution. The International President shall notify the International Executive Board of such action within fifteen (15) days.

The remainder of dues after payment of per capita will be the property of the Local Union to be disbursed as the Bylaws of the Local Union provides.

Section 5. Effective immediately, upon the adoption of this Constitution, per capita tax shall be divided as follows, with the remainder to go to the General Fund:

Defense Fund \$1.50

Organizing Fund \$.50
Convention Fund \$.30

Effective January 1, _____, and each January 1st thereafter, ten percent (10%) of the increase in per capita tax shall be apportioned between the Convention Fund and the Organizing Fund in an amount equal to the annual percentage increase in per capita being added to the Convention Fund with the balance going to the Organizing Fund. However, organizing does have priority and therefore, when practical, new money or available money will be allocated to organizing.

Section 6. Monthly, each Local Union secretary shall submit a monthly report of business transacted by their Local Union to the International Union. The report shall be forwarded to the office of the International Union postmarked no later than the third Monday of the next month. This report shall be made on suitable forms provided by the International Union. This shall be part of the Local Union's duty, and failure to submit reports each month, for the previous month, shall constitute dereliction of duty and the International shall act accordingly.

Each Local Union shall cause to have audited, for each year ending December 31st, all financial transactions for that year and file a copy of this audit on forms provided by the International Union. The audit shall be submitted to the International Office before March 31st of the succeeding year.

Section 7. Any member who received pay for forty (40) hours or more in any one (1) month shall pay dues.

Section 8. Members on strike shall be exempt from payment of monthly dues for each calendar month during which they are on strike, or during which they are locked out by their employer and do not work forty (40) hours or more. The Local Union shall not be required to pay per capita to the International Union or to the various Councils to which it may be affiliated on those members who are exempted from dues because of strike, lockout or lack of work. A member who receives exemption from dues for these reasons shall retain all the rights and privileges of membership during the period such exemption is in effect.

Section 9. The payment of initiation fees and dues by members and any authorized exemption from such payments shall be evidenced by appropriate records maintained in a manner prescribed by the International Union and approved by the International President and the International Executive Board.

Section 10. Any member who has been in continuous good standing with the International Union for ten (10) years, and who is retiring from active duty, may apply for and be issued an honorary membership card which will entitle the bearer to attend Local Union meetings without voice or vote. The honorary membership card shall be revoked if the member becomes gainfully employed within the jurisdiction of the International Union.

Associate Retired Members shall pay annual dues of fifteen dollars (\$15) to maintain Associate Member status. This amount to be divided equally between the International and the Local Union. Such member shall be entitled to participate in any insurance or benefit plans which require membership in the International Union.

Section 11. Any member shall have full rights and privileges of membership until he is three (3) months in arrears for dues or fines, at which time he shall be suspended from all rights and privileges of membership. A member who has been suspended or expelled for nonpayment of dues may be reinstated only upon payment of a new initiation fee and all unpaid monies at the time of his suspension or expulsion.

ARTICLE IX

LOCAL UNION OFFICERS

Section 1. The officers of Local Unions shall consist of a President, Vice President(s), Recording and Corresponding

Secretary (or a Recording Secretary), a Financial Secretary and a Treasurer (or a Secretary-Treasurer), Guard(s), and/or Sergeant(s)-at-Arms, and three (3) Trustees. In addition, Local Unions may also have a Business Manager and/or Business Agent(s). Local Unions may combine the offices of Recording Secretary and Treasurer with one another, and the offices of Business Manager and/or Business Agent(s) with any other office. They may also combine the offices of Financial Secretary and Treasurer with one another. Local Unions shall not be permitted to combine the office of President with the offices of Financial Secretary or Treasurer (or Secretary-Treasurer), nor shall they be permitted to combine more than two (2) offices with one another. Any other combination, addition or elimination of Local Union officers, not provided for above, must receive the prior approval of the International President.

Whenever a Local Union combines certain offices, all of the duties, authority and responsibilities of the offices so combined shall be prescribed as the duties, authority and responsibilities of the combined office.

Section 2. Each Local Union shall have an Executive Board consisting of the officers and such additional members as the Local Union Bylaws may provide. The Executive Board shall meet not less often than once each month, and shall have the authority to act for the Local Union between membership meetings.

Section 3. All Local Union officers and members of the Executive Board shall be elected at least every three (3) years and shall hold office until their successors are elected and installed. Regular elections for full terms of all Local Union officers and Executive Board members shall be conducted by secret ballot and in compliance with applicable laws. Proxy, write-in or sticker votes shall not be counted.

Section 4. At least fifteen (15) days' notice shall be given by mail to all members in good standing at their last known home address prior to regular elections for Local Union officers, Executive Board members, and International Union Convention delegates and alternates.

Section 5. No person shall be eligible for office in any Local Union until he or she has been a member of the International Union (or a predecessor International Union) in good standing continuously for at least one (1) year immediately preceding his or her nomination and election, unless he or she is a member of a Local Union which has been chartered for less than one (1) year.

Section 6. Unless otherwise provided by the Bylaws, the Local Union President shall preside at all meetings of the Local Union and its Executive Board. He or she may vote on questions of membership and other matters voted on by secret ballot, but as chairperson of meetings he or she may cast only the deciding vote on other matters. He or she shall sign all checks or other authorizations for withdrawal of the funds of the Local Union. Unless the Local Union shall provide otherwise, and subject to the approval of the Local Union Executive Board, he or she shall appoint and be an ex officio member of all Local Union committees. He or she shall interpret the Local Union Bylaws and Local Union mandates, subject to membership approval. He or she shall enforce this Constitution, Local Union Bylaws and all Union rules, regulations, policies and programs. He or she shall be responsible for the supervision of all activities of the Local Union.

Section 7. Unless otherwise provided by the Bylaws, the Vice President(s) of the Local Union shall assist the President in the performance of his or her duties. The sole Vice President or the First Vice President shall act for the President in his or her absence, including presiding at meetings, and in the event of a vacancy in the office of the President, shall succeed to the office of President for the unexpired term.

Section 8. Unless otherwise provided by the Bylaws, the Recording and Corresponding Secretary (or Recording Secretary) of the Local Union shall keep correct minutes of all meetings of the Local Union and its Executive Board, call the roll of officers at such meetings, conduct all correspondence of the Local Union, receive and read all correspondence addressed to the Local Union and keep such correspondence on file, and have charge of the seal of the Local Union, which he or she shall insure is used only as authorized and shall affix same to all documents requiring authentication (unless such responsibility is imposed on the Secretary-Treasurer). If he or she is unable to attend any meeting, he or she must deliver or have delivered to the meeting the books, correspondence and other records necessary for the transaction of business. He or she shall submit such reports and information to the International President as the International President may require.

Section 9. Unless otherwise provided by the Bylaws, the Financial Secretary of the Local Union shall collect all monies paid to the Local Union, including membership dues, fines and assessments, and deliver same to the Treasurer of the Local Union. He or she shall keep true and accurate accounts of all transactions as Financial Secretary, and shall make reports thereon to the Local Union and its Executive Board. He or she shall keep a record of the names and addresses of all members of the Local Union and their status. He or she shall also submit a written report of the finances and the membership of the Local Union to the International Union in such manner and at such times as the International President or Secretary-Treasurer may require. On demand of the International President, he or she shall make all of his or her books and records available for examination and audit.

Section 10. Unless otherwise provided by the Bylaws, the Local Union Treasurer shall receive all monies from the Financial Secretary and all other securities, funds and other valuables of the Local Union and shall deposit same in the name of the Local Union in such bank or banks as the Local Union Executive Board may direct. He or she shall countersign all checks or other authorizations for the removal of the funds of the Local Union. He or she shall pay to the International Union and other subordinate bodies the per capita tax due without the necessity of a vote by the Local Union. He or she shall keep accurate records of and report on all transactions as Treasurer to the Local Union and its Executive Board, and to the International Union, as may be required. He or she shall cause any necessary governmental reports to be timely filed.

Section 11. Unless otherwise provided by the Bylaws, the Local Union Secretary-Treasurer (where the offices of Financial Secretary and Treasurer are combined) shall be responsible for the performance of the duties set forth in Sections 9 and 10 above, and shall be responsible for the handling of reports and correspondence relative to the financial affairs and membership of the Local Union. He or she may also be imposed with the responsibility set forth in Section 8 above relative to the Local Union seal.

Section 12. Unless otherwise provided by the Bylaws, the Guard(s) and/or Sergeant(s)-at-Arms shall attend the meetings of the Local Union and the Executive Board, guard the door, see that all persons present are qualified to remain at the meetings, preserve order and decorum, and perform such other duties as are usual to the office.

Section 13. The Trustees of the Local Union shall:

(a) Examine and audit the books and records of the Local Union at least every three (3) months and shall submit a written report on each audit to the Local Union within thirty (30) days following the close of each quarter. An annual Financial Report must be submitted to the International Secretary-Treasurer within ninety (90) days of the end of the Local Union's fiscal year, which may or may not coincide with the calendar year.

(b) Have such further powers and duties as may be provided by the Local Union Bylaws.

Section 14. Local Unions may establish and maintain the office of Business Manager and/or Business Agent(s), and prescribe such duties, authority, and responsibilities for such offices as they may deem appropriate and which are not in conflict with this Constitution.

Section 15. Before entering upon his or her duties, the Financial Secretary and the Treasurer (or the Secretary-Treasurer) and every other Local Union officer, employee or representative charged with the handling or safeguarding of funds or other property shall be bonded in an amount required by law. The International President may require the amount of such bond to be increased, or the form and/or nature of the bond changed whenever, in his judgment, it is insufficient, or is required by law. The premium on such bonds shall be paid by the Local Union but shall be secured by the International Union on behalf of the Local Union.

Section 16. All officers, at the expiration of their term of office, when removed from office, or when their office is declared vacant, shall deliver to the successors all books, papers, monies, and other property in their possession belonging to the Union, and they shall not be released from their bonds or obligations until this Section is complied with.

All members or employees who hold or have in their possession any monies, books, records or other property of the Local

Union, during any period when such member or employee is designated to perform duties on behalf of the Local Union, shall deliver all such monies, books, records and other property to the Secretary-Treasurer of the Local Union upon completion of such assignment.

Section 17. No funds, monies, or other property of a Local Union shall be withdrawn from bank accounts, savings accounts (and safe deposit boxes) or other depositories or shall be disbursed or transferred, unless two (2) or more officers, committee members, or other persons authorized to do so, shall sign the bank withdrawal slips, checks or other necessary documents or authorization.

No officer or member of a Local Union shall have the power to incur any indebtedness on its behalf, or to appropriate, disburse or expend any monies or other property of the Local Union without authority from the Local Union Bylaws, the Local Executive Board, or the membership, except as may be provided for and authorized by this Constitution.

Section 18. All new officers, before being admitted to fill the different offices of a Local Union, shall subscribe to the following obligation:

"I, _____, do solemnly pledge my word of honor, in the presence of this meeting, that I will uphold and defend the Constitution of the Paper, Allied-Industrial, Chemical and Energy Workers International Union, to the best of my ability discharge all the duties incumbent upon me as an officer of a Local Union of the Paper, Allied-Industrial, Chemical and Energy Workers International Union, and will deliver to my successor in office, all books, records, papers, and property of my Union which are in my possession at the close of my official term."

ARTICLE X

MEMBERSHIP

Section 1. All persons employed within the jurisdiction of this International Union shall be eligible for membership in this organization or one of its Locals. Membership is expressly denied, however, to any individual who advocates overthrow of the Government by force or violence.

Section 2. No person shall be qualified to continue his or her membership if he or she is not employed or seeking employment within the jurisdiction of the International Union; provided, however, that a member who permanently retires may continue his or her membership pursuant to Article VIII, Section 10. Retired members or retired International employees, at the discretion of their Local, will be permitted to maintain regular membership by paying full dues. For those retirees who choose to exercise only their Associate Membership rights, such Associate Member shall be accorded all of the rights and privileges under the Union's Union Privilege Program, but shall have no vote or eligibility to run for any office, unless such member elects to obtain the full membership rights described herein. All Associate Members shall be entitled to attend all meetings of the Union, and to speak on all issues. International Officers, Representatives and Organizers shall be members in the International Union.

Section 3. Any person applying for membership, who is rejected by a majority vote at a Local Union meeting, shall thereafter be ineligible for membership for a period of three (3) months. Any member who, for disciplinary reasons, has been suspended or expelled from membership, shall be ineligible for membership in any Local Union without the consent of the International Executive Board.

Section 4. No person shall be denied membership because of nationality, race, color, sex, age, or religious belief.

Section 5. Membership in a Local Union chartered by the International Union shall also constitute membership in the International Union; however, no person shall act as or be deemed to be an agent of the International Union, or any subordinate body of the International Union, because of his or her membership unless specifically authorized in writing signed by an appropriate official to so act.

Section 6. When a member in good standing, who is not under charges, leaves the jurisdiction of the Local Union agreement in effect at the plant where he or she is working, or is laid off, he or she shall be issued a Withdrawal Card upon his or her request, or he or she may be issued a Withdrawal Card at the discretion of the Local or the International Union. Any member holding a Withdrawal Card, who again resumes work within the jurisdiction of the International Union, shall pay the current month's dues to the Local Union in whose jurisdiction he or she is employed. A member depositing a Withdrawal Card with a Local Union may be accepted into membership.

Any member who fails to deposit his or her Withdrawal Card, within ten (10) days after resuming work, with the Financial Secretary of the Local Union in whose jurisdiction such member is employed, shall be subject to revocation of such Withdrawal Card, and his or her membership shall be subject to reinstatement rules as provided; i.e., such member shall be reinstated as though no Withdrawal Card had been issued.

Section 7. Any member who is called or volunteers for military training or service by the United States Government or the Canadian Government in a period of national emergency shall retain all rights and privileges as a member without payment of dues during the period of such training or service. The Local Union Financial Secretary shall notify the International Secretary-Treasurer of such training or service, and a Military Service Card shall be furnished by the International Secretary-Treasurer's office.

When a member holding a Military Service Card returns to work within the jurisdiction of the International Union, the member shall deposit the Military Service Card within sixty (60) days. His or her dues payments shall begin the following month.

Section 8. Any member who leaves the jurisdiction of any Local Union and procures employment within the contract jurisdiction of another Local Union shall transfer his or her membership to the Local Union in said jurisdiction within thirty (30) days, unless otherwise authorized by the International President. When a member transfers from one Local Union to another, all dues and assessments, including the current month, must be paid to the Local Union from which the member is transferring.

When a member is transferred from one Local Union to another, his or her membership will be transferred in the International Office only after the duplicate card has been received from the Local Union from which the transfer is issued. If this card is not sent to the International Union within the prescribed time, the Local Union Financial Secretary (or Secretary-Treasurer) may call upon the Local Union from whose jurisdiction the member came for such immediate transfer. When the majority of the members whose membership is affected deem it necessary, the International Executive Board may transfer or prohibit the transfer of members or groups of members from one Local Union to another.

Section 9. A paid-up membership in any bona fide labor organization recognized by this International Union, and which accepts a paid-up membership in this International Union in lieu of initiation fees, will be accepted in lieu of initiation fees by payment of the current month's dues, and such membership card or other evidence of membership shall be sent to the International Secretary-Treasurer by the Local Union Financial Secretary (or Secretary-Treasurer).

Section 10. Any member shall have full rights and privileges of membership until he or she is three (3) months in arrears for dues, assessments or fines, at which time he or she shall be suspended from all rights and privileges of membership.

Section 11. Any member who has been so suspended, or has resigned from a Local Union, can be reinstated within a Local Union by paying a minimum fee as provided in Article VIII, Section 11.

No member who, for disciplinary reasons, has been suspended or expelled shall be eligible for membership in any Local Union without the consent of the International Executive Board.

Section 12. Anyone who is a member in good standing, who is employed by the International Union as headquarters staff or technician or by a Local Union at the time of merger, shall be permitted to continue his membership. Anyone who is hired otherwise, as headquarters staff or technician, shall not be eligible to hold membership. All International Representatives will

be hired within the International Union, and shall maintain membership in a PACE Local Union.

Section 13. Members-at-Large, Organizing will be permitted to join a Local Union. These members must be from companies that may have future potential as an organized group within our jurisdiction. These members will have all rights and privileges of membership except the right to vote or hold office in the Local Union; however, these members shall have the right to vote at membership meetings on matters that affect their organizing effort.

Section 14. All new members, before being admitted to full membership, shall subscribe to the following obligation:

"I, _____, pledge my honor to faithfully observe the Constitution and Bylaws of this Union; to comply with all the rules and regulations for the government thereof; not to divulge or make known any private proceedings of this Union; to faithfully perform all the duties assigned to me to the best of my ability and skill; that I will not wrong a member, or see him or her wronged, if in my power to prevent; to so conduct myself at all times as not to bring reproach upon my Union, and at all times to bear true and faithful allegiance to the Paper, Allied-Industrial, Chemical and Energy Workers International Union."

ARTICLE XI

DISCIPLINE, TRIALS AND APPEALS

Section 1.(a) The term "discipline" when used in this Article, shall include, without limitation, a reprimand, a reasonable fine, suspension or removal from office, disqualification to run for office, or suspension or expulsion from membership.

(b) Any member of the International Union who engages in any of the following conduct shall be subject to discipline:

1. Neglect of duty or violation of any provision of the International Union Constitution or the Bylaws of his or her Local Union;
2. Refusal to abide by the decisions and policies established by the President or the Executive Board of the International Union or by his Local Union;
3. Activities detrimental to the welfare of the International Union. Activities "detrimental to the welfare of the International Union" shall include, but not be limited to: crossing a picket line sanctioned by the International Union or the Local Union in which the member holds (or in the case of a former member, held) his membership; advocating or soliciting membership or accepting office in a rival organization; providing a complete or partial membership list to persons other than those whose official business requires such a list; misappropriation or embezzlement of funds or assets of the International Union or a Local Union; or tampering with ballots or otherwise interfering with the fair and proper conduct of elections.
4. Whenever a Local Union of this International Union has engaged in a strike, no members of the International Union will fill a salaried position so that salaried personnel can cover the jobs of striking members at other locations. This shall also apply where members of the International Union move up to salaried positions so that salaried personnel can cover jobs of striking workers at other locations, whether the other workers on strike are members of this International Union or not.

Section 2. Except in cases involving non-payment of periodic dues, no member shall be disciplined unless written, specific charges have been filed by a member in good standing, a copy of the charges is delivered to the accused member or mailed to the member at his or her last known address, and a reasonable period of time is afforded to the accused member within which to prepare his or her defense.

Section 3. Except as otherwise provided in this Article, all charges shall be filed with the Recording or Financial Secretary of

the Local Union in which the accused member holds (or former member, held) his or her membership. Promptly upon receipt of such charges, the Secretary shall cause to be delivered or mailed a copy of the charges to the accused member and, if in the opinion of the Local Union Executive Board a trial should be held, the Secretary shall advise both the member filing the charges and the member against whom the charges are filed, of the time, date and place of the trial. Except for good cause shown, the trial shall proceed notwithstanding the absence of the member filing the charges or the absence of the member against whom the charges have been filed. The Executive Board of the Local Union shall constitute the Trial Board unless the Local Union Bylaws provide for a separately-selected Trial Board. If the Local Union Executive Board refuses to approve the holding of a trial, its decision shall be subject to review by: first, the Local Union membership; second, the International Executive Board; and finally, the International Convention.

Section 4. The Trial Board shall maintain an accurate record (which need not be a word-for-word transcript) of the evidence presented and shall allow an opportunity for the examination and cross-examination of witnesses. Witnesses need not be sworn under penalty of perjury. The accused may be assisted by counsel of his or her own choosing selected from the membership of the Union. The accused may waive any or all of his or her rights set forth herein. The Trial Board shall base its decision on evidence presented at the trial, and upon the conclusion of the hearing, shall promptly notify the parties to the hearing and the Secretary of the Local of its decision. The decision of the Trial Board shall be in writing.

Section 5. Upon the conclusion of a trial, a secret ballot shall be conducted among the members of the Trial Board. The question will come on "guilty or not guilty as charged." If more than one charge shall be made, the vote will be taken separately as to each charge.

A two-thirds (2/3) majority vote of those voting shall be necessary to convict.

If the charges, or any one of them be sustained or if the accused pleads guilty, the vote shall then be taken as to the penalty, if any, unless the penalty is prescribed by either the International Constitution or Local Union Bylaws.

A reprimand or a fine (not to exceed a reasonable amount for each offense) may be imposed by a majority vote.

A two-thirds (2/3) majority vote is necessary to suspend or remove from office, to disqualify to run for office, or to suspend or expel from membership.

Section 6. All reasonable expenses incurred by the accused in defending himself or herself shall be borne by the Local Union in the event of an acquittal, upon approval of a majority of the members present and voting thereon at a regular meeting of the Local Union. Any member bringing charges against another which he or she fails to sustain may, by a two-thirds (2/3) vote, be censured.

Section 7. Decisions of the Trial Board shall be appealable to the membership at the next regular meeting of the Local Union provided that there are at least seven (7) calendar days between the time the parties are notified of the Trial Board's decision and the date of such meeting. If less than seven (7) days remain, the appeal (if any) shall be decided at the next following regular meeting. Appeals from the decision of the Local Union shall be filed with the International Executive Board within thirty (30) days of the date the accused is notified of the decision of the Local Union. Upon the filing of an appeal with the International Executive Board, the Local Union shall immediately forward a true copy of the complete trial record to the International Executive Board who, in turn, at the next regular meeting, shall rule on the appeal. In considering appeals, the International Executive Board shall be free to utilize the services of technical or professional assistants. Decisions of the International Executive Board shall be subject to review by the delegates at the next regular Constitutional Convention. Written notice of intent to appeal to the International Convention must be filed with the International President within sixty (60) days of the date the accused is notified of the decision of the International Executive Board.

Section 8. Charges against an International Officer or permanent staff representative shall be filed with the International Secretary-Treasurer and if, in the opinion of the International President or the International Executive Board, a trial should be held, the trial shall be conducted by the International Executive Board. The Executive Board shall have the right to direct that the trial will be conducted by a panel appointed pursuant to Section 11 of this Article. The requirements of this Constitution relating to notice, conduct of hearings, and Convention review which are applicable to Local Union trials, shall also be

applicable to trials conducted by the International Executive Board.

All reasonable expenses incurred by the accused in defending himself or herself shall be borne by the International Union in the event of an acquittal, upon approval of a majority vote of the International Executive Board. Any member bringing charges against an International Officer or permanent staff representative which he or she fails to sustain may, by a two-thirds (2/3) vote of the International Executive Board, be censured.

Section 9. At the request of any party to a Local Union Trial Board proceeding, or at the request of the Local Union, the International Executive Board shall have the right to suspend Local Union Trial Board proceedings and appoint a Trial Panel of one (1) or more International Union Officers or Representatives to conduct the trial. Decisions of the specially-appointed Trial Panel shall be appealable to the International Executive Board.

Section 10. Whenever charges have been filed against a Local Union officer alleging the existence of a situation which potentially endangers the institutional interests of the Local or International Union, the International President shall have the following powers which may be exercised prior to a hearing or decision on such charges:

(a) Summarily to suspend the accused Local Union officer.

(b) To appoint a temporary officer who shall supersede and have all the powers of the accused officer and who shall serve pending a decision of the Trial Board.

Section 11. In the absence of formal charges being filed, the International Executive Board shall have the authority (but shall not be obliged) to entertain, hear, and decide appeals from the acts, failure to act, or decision of any International Union Officer, Local Union, or the Executive Board of such Local Union. In all such cases, the International Executive Board may assign the matter to be heard by a Hearing Panel of one (1) or more of its members appointed by the International President. The Hearing Panel shall, after a hearing held upon notice to all interested parties, render a report and recommendations on the appeal to the International Executive Board, and its decision shall be subject to appeal to the next regular Convention. A determination by the International Executive Board to conduct a hearing before the full International Executive Board shall supersede a panel designated and appointed by the President.

Section 12. An appeal taken under this Article shall not operate to stay the action or decision appealed from, unless the International Executive Board shall so direct.

Section 13. No member shall institute any civil action, suit or proceeding in any court or before any administrative body, against the International Union or any of its Local Unions, or any Officer or member of the International Union or any of its Local Unions, on account of any controversy for which a remedy by hearing or appeal is provided for in this Constitution, unless and until he or she has first promptly and diligently invoked, pursued and exhausted all such remedies of hearing and appeal. The member's obligations under this Section shall arise immediately upon the occurrence, event, act or transaction giving rise to the controversy, and such obligations shall remain in full force and effect for a period of not less than four (4) months, or for such longer period as may be recognized under applicable law.

Section 14. The International Executive Board shall have the authority to adopt, and from time to time, modify a Trial and Appeals Manual containing specific procedures and forms to be followed and used in trials, hearings and appeals provided for in this Article.

Section 15. In establishing rules governing conduct of meetings, Local Unions may provide for the imposition by the presiding officer of small fines to insure the conduct of orderly meetings, notwithstanding the provisions of this Article.

ARTICLE XII

TRUSTEESHIPS

Section 1. Local Unions or other subordinate bodies of this International Union may be placed under Trusteeship by the International President for any of the following purposes:

- (a) correcting corruption or financial malpractice;
- (b) assuring the performance of collective bargaining agreements or other duties of a bargaining representative;
- (c) restoring democratic procedures;
- (d) suppressing dual unionism or secession;
- (e) enforcing the provisions of the Constitution of the International Union or Local Union; or,
- (f) otherwise carrying out the legitimate objects of the International Union or such Local Union.

Section 2. A Trustee must be a member in good standing. The International President or the International Executive Board shall have the right, with or without cause, to remove or replace the Trustee at any time.

Section 3. The Trustee shall assume full charge and control of the affairs of the Local Union for which he or she has been appointed and shall administer the same. The Trustee shall have the right to demand and receive, in the name of the International Union, and the Local Union officers shall have the obligation (irrespective of the nominal legal title holder) to turn over to the Trustee, the Charter and all assets, books, monies, property and records of the Local Union. The assets and property of the Local Union shall include, but not be limited to, the assets and property described in Article VII, Section 10, of this Constitution. The Trustee shall tender a receipt for the same. In the event of refusal by a Local Union in trusteeship to turn over its assets, books, monies, property and records to the Trustee, the Trustee is authorized to institute appropriate legal proceedings to recover the same, upon prior written authorization by the International President. The Trustee shall hold all assets, books, monies, property and records of the Local Union in trust for the Local Union, to be used and expended only in the proper conduct of its affairs. The Trustee, upon prior written authorization by the International President, shall have the right to remove officers, grievance or other committeemen or stewards and appoint temporary officers, grievance and other committeemen or stewards who are members in good standing of Local Unions to fill their places during the period of trusteeship. All officers, grievance or other committeemen or stewards of a Local Union in trusteeship, incumbent or temporary, shall function under the supervision, direction and control of the Trustee. The Trustee shall have the authority to take such other action as is necessary to preserve the Local Union and effectuate the policies of the International Union and Local Union, including the right to appoint a deputy, or deputies, and delegate part or all of his or her authority to such deputies. During the period of any such trusteeship, the autonomy of the Local Union shall be suspended, and the Constitution and Bylaws thereof shall likewise be suspended.

Section 4. The Trustee shall promptly cause the financial records of the Local Union to be audited as of the date of the commencement of the trusteeship and shall promptly transmit such audit to the International Executive Board. The Trustee shall issue reports to the International President at intervals of not more than three (3) months. Such reports shall include statements of receipt and expenditures, information pertaining to the action taken by him as Trustee, and a recommendation with respect to continuation or termination of the trusteeship. The first such report shall be issued within thirty (30) days following the commencement of trusteeship.

Section 5. The Trustee and temporary officers appointed by him or her shall give bonds which shall be secured by the International Union for the faithful discharge of their duties, in an amount determined by the International President. The premiums for such bonds shall be paid for out of the funds of the Local Union in trusteeship.

Section 6. During the period of trusteeship, the votes of the delegates from a Local Union in trusteeship in any Convention or election of Officers of the International Union shall not be counted unless the delegates have been chosen by secret ballot in an election in which all the members in good standing of the Local Union in trusteeship are eligible to participate.

Section 7. Only the normal per capita tax and other obligations payable by Local Unions not in trusteeship shall be transferred from the current receipts or other funds of the Local Union in trusteeship to the International Union, provided, however, that if the Local Union in trusteeship has withdrawn, disaffiliated or is dissolved, then the assets and property of such Local Union shall be paid over to the International Union in accordance with Article VII, Section 10 of this Constitution.

Section 8. Any expenses incurred by the International Union in connection with the establishment or administration of a trusteeship over a Local Union shall be a charge against the assets of said Local Union.

Section 9. It shall be the policy of the International Union to terminate a trusteeship as soon as it deems practicable under all circumstances. When a trusteeship is terminated, the Trustee shall conduct an election, in accordance with the applicable provisions of the Constitution and policies of the International Union and the Bylaws of the Local Union, to fill offices and other elective positions vacated on account of removal or departure of the former elected incumbents. The Trustee shall then return all assets, books, monies, property and records to the appropriate officers of the Local Union.

Section 10. If the International President has, or receives information which leads him or her to believe that a Trustee should be appointed, he or she shall set a time and place for a hearing. If, in his or her judgment, an emergency situation exists within the Local Union or other subordinate body, a Trustee may be appointed prior to such hearing. Adequate notice of the date and place of the hearing shall be given to the Local Union or other subordinate body involved. The International President shall designate a Hearing Panel comprised of one (1) or more International Officers or Staff Representatives. The Hearing Panel shall make its recommendations to the International President and the decision in the case shall be made by the International President. The decision shall be promptly transmitted to the Local Union or other subordinate body. Appeals, if any, from determinations following such hearings shall be taken directly to the International Executive Board. Appeals, if any, from the decision of the International Executive Board shall be taken to the Convention only by the Local Union or subordinate body affected. The International Executive Board may modify or add to the procedures established herein for the purpose of assuring compliance with any applicable law. The International Union shall not be responsible for any actions or activities of a Local Union, or other subordinate body under trusteeship, unless such actions or activities have been directed or authorized by the Trustee.

ARTICLE XIII

STRIKES AND LOCKOUTS

Section 1. No strike, boycott or other concerted action shall be deemed authorized, ratified and approved by the International Union unless the following conditions have been complied with:

- (a) Where the affected members are in one (1) Local Union, two-thirds (2/3) of the members present and voting at a meeting have voted by secret ballot in favor of the strike;
- (b) Where the affected members are in more than one (1) Local Union, a two-thirds (2/3) majority vote of the affected members voting, or their designated representatives, has been taken in a manner prescribed by the Local Unions affected, which has been approved by the International Executive Board, or, if not in session, by the International President; and,
- (c) The strike, boycott, or other concerted action acted upon has been approved by the International Executive Board, or, if not in session, by the International President.

The International President may authorize the use of mail ballots in the case of members living in widely-scattered geographical areas, who cannot reasonably be expected to vote at a central polling place for the purpose of ratifying or rejecting a collective bargaining agreement and/or strike vote.

Section 2. No properly-authorized strike shall be terminated unless the affected bargaining unit of a Local Union terminates the strike, or the International Executive Board votes by a two-thirds (2/3) majority to terminate the strike.

Section 3. Any member who participates in a strike, boycott or other concerted action not authorized in accordance with Section 1 above may be subject to discipline and forfeiture of all claims.

Section 4. The International Secretary-Treasurer shall maintain a separate and special account to be known as a Defense Fund. One dollar and fifty cents (\$1.50) of the per capita tax received from each member shall be placed in said Defense Fund.

The funds shall be available and expended to support and sustain strikes, boycotts, and other concerted action or to assist workers involved in lockouts and to defend the International Union whenever its existence or integrity is threatened. Whenever a Local Union is involved in an authorized strike, boycott, or other concerted action, or any lockout, its members shall be entitled to such assistance as the International Union shall provide. No member shall be entitled to benefits from the Defense Fund unless he or she is in good standing at the beginning of the strike, lockout or other event.

Any money invested from the Defense Fund of the Paper, Allied-Industrial, Chemical and Energy Workers International Union must be approved by a two-thirds (2/3) majority vote of the International Executive Board.

Section 5. The International Executive Board shall establish a schedule of weekly benefits payable to Local Unions whose members are on an authorized strike or locked out. After members of a Local Union have been on strike or locked out for fourteen (14) days, such benefits will be provided as set forth in the Strike Policy Handbook.

Payments from the Defense Fund shall be in accordance with strike rules and regulations promulgated by the International Executive Board. No member is automatically entitled to benefits solely because he or she is on strike or locked out.

Payments to the Local Union shall cease following settlement of the strike or lockout.

Section 6. When a Local Union or bargaining group is prepared to strike for a contract settlement but is prevented from doing so by Federal, State or Provincial laws, the International President may make available, subject to approval of the International Executive Board, monies from the Defense Fund to cover in whole or in part the cost of actions the International President may deem necessary to consummate an agreement.

ARTICLE XIV

PENSION FUND AND RETIREMENT

Section 1. There shall be a pension plan, to be known as the PACE Staff Pension Plan, which shall cover all International Officers and all other full-time employees of the International Union, and all full-time employees of the Paper Industry Union-Management Pension Fund and the OCAW Union-Industry Pension Fund. This pension plan shall be administered, maintained, and operated by a Board of Trustees under an "Agreement and Declaration of Trust" approved by the International Executive Board. It shall be actuarially sound at all times, with such guidance and counsel necessary in this regard being obtained from recognized specialists in the field of pensions.

Section 2. The terms and conditions of eligibility, level of benefits and payment of contributions required to maintain such level of benefits, shall be determined and controlled by the Agreement and Declaration of Trust.

Section 3. The Pension Plan shall provide that an employee completing five (5) years of continuous service with this International Union, and/or its predecessors, whose service with the International Union may be terminated for whatever cause, shall, after making application, be entitled to receive pension benefits at his or her normal retirement date, or early retirement date, if he or she so elects.

Section 4. Duly elected International Officers with executive and policy authority shall retire on the first day of the month next following said employee's seventieth (70th) birthday; if so desiring, they may serve out their term.

ARTICLE XV

COMPANY-WIDE, COMPANY-DIVISION, SUB-INDUSTRY AND REGIONAL COUNCILS

Section 1. When employees of a company are represented by various Local Unions, these Locals may, subject to the approval of the International President, establish a company-wide or company-division council. Such Councils shall operate in accordance with this Constitution, and they shall be chartered by and be responsible to the International Union.

Section 2. When members employed in a specialized field of endeavor, a related industry, or a subdivision of the industry are represented by various Local Unions, these Locals may establish a sub-industry council to meet their peculiar needs. Such Councils shall operate in accordance with this Constitution, and they shall be chartered by and be responsible to the International Union.

Section 3. The constitution and administrative rules of company-wide, company-division or sub-industry councils shall be submitted to the International Union for approval. Any and all amendments, changes, modifications or revisions thereof shall be submitted in like manner for approval.

Section 4. When the rank-and-file of any company-wide, company-division or sub-industry council adopts bargaining programs, such programs shall be binding on all bargaining groups within the Council in which they are adopted, and the International Union is empowered to coordinate and to enforce such bargaining programs.

Section 5. The Secretary-Treasurer of each company-wide, company-division or sub-industry council shall submit activity and financial reports to the International Union as required by the International President.

Section 6. In each Region, the majority of Local Unions may elect to form a Regional Council. Such Regional Councils shall operate in accordance with this Constitution, and they shall be chartered by and responsible to the International Union.

The Constitution and administrative rules of Regional Councils shall be submitted to the International Union President for approval. Any and all amendments, changes, modifications or revisions thereof shall be submitted in like manner for approval.

The Secretary-Treasurer of each Regional Council shall submit activity and financial reports to the International Union as required by the International President.

Section 7. Regional Councils shall operate primarily for the purpose of exchanging information and establishing voluntary programs among the Locals within the Region. Regional Councils shall have no legislation or administrative authority that is contrary to the other provisions of this Constitution.

Section 8. All Local Unions will be urged to affiliate and actively participate in the activities of Regional Councils.

ARTICLE XVI

COLLECTIVE BARGAINING AGREEMENTS

Section 1. A collective bargaining agreement must be ratified and approved by a majority of the members covered by said agreement present and voting on the question by secret ballot before the same shall be executed on behalf of the Union; except in the case of multi-plant or multi-employer agreements, where the Local Union has authorized designated delegates to ratify a collective bargaining agreement, in which case the agreement shall be executed upon the ratification of the agreement by a majority of the delegates of all represented Local Unions present and voting by secret ballot.

For former UPIU Local Unions, should a vote for ratification of a contract fail to yield a majority vote as required for acceptance by this Constitution, and then fail to yield the two-thirds (2/3) majority vote necessary for strike sanction, the Local or multiple so affected shall be considered to have accepted the labor agreement.

Section 2. The application and termination of collective bargaining agreements of the merged Union shall be administered according to the past practice of the respective Unions and/or pursuant to individual contract provisions; however, negotiations for collective bargaining agreements shall be subject to supervision by, and their terms and conditions subject to the approval of, the International President.

Section 3. The International Union or Local Union, as the case may be, acting as the exclusive collective bargaining representative of the members, is irrevocably authorized and empowered by each member to present, negotiate and settle any and all grievances, complaints and disputes arising out of the relationship between the member and his or her employer. The provisions of this Constitution relating to the exhaustion of internal Union remedies shall be fully applicable to matters covered by this Section.

Section 4. Three (3) copies of any agreement or supplement negotiated and placed into effect must be forwarded to the International Office within sixty (60) days after execution of same. Forwarding of these copies shall be the responsibility of the Local Union, other subordinate body, or International Representative, who has conducted such negotiations. The International Union shall keep such contracts on file so long as they are useful, and such contracts, agreements or supplements shall be the property of the International Union.

ARTICLE XVII

COORDINATED BARGAINING PROCEDURES

Rules and regulations to cover coordinated bargaining procedures involving other Unions may be promulgated and instituted with the approval of the International Executive Board.

ARTICLE XVIII

NATIONAL BARGAINING POLICY

Section 1. An Oil, Chemical & Atomic Industry National Bargaining Policy Committee of the International shall consist of the International President, the Executive Vice President, and/or Vice President(s)-at-Large whose assignment covers the responsibility for the industry, and one rank-and-file Policy Committee Member from each affected region. The rank-and-file Policy Committee Member shall be selected by the Regional Council in such manner as the Regional Council may determine and shall serve for a period of one (1) year, or until any pending program has been completed.

The Executive Vice President shall be Chairman of the National Bargaining Policy Committee. The Chairman shall be entitled to vote on all questions before the Committee. Site of the meetings shall be determined by the International President.

Section 2. Where there is sufficient common interest in formulating industry bargaining policy, or upon the request of fifty percent (50%) of the National Bargaining Policy Committee, the International President or his designee shall convene the National Bargaining Policy Committee.

Section 3. The National Bargaining Policy Committee will review proposals of Local Unions, Regional Councils, company-wide or company-division councils, and any recommendations from the Administration, and if they deem it appropriate, develop and adopt a written program for submission to the National Bargaining Conference for ratification as set forth in Sections 5, 6 and 7.

Section 4. A National Bargaining Conference shall be held at the call of the International President, or his or her designee, at such time as is deemed appropriate for the successful implementation of a National Bargaining Program. Each Local Union having designated bargaining units affected by a National Bargaining Program shall be entitled to representation at such Conference and shall receive notice thereof not less than sixty (60) days prior to the opening of the Conference.

Each Local Union having designated bargaining units shall be entitled to delegates at the Conference based upon the number of designated bargaining units and their respective size. Representation shall be accorded as follows:

One (1) delegate for each designated bargaining unit in the Local Union, regardless of the size of the bargaining unit.

Two (2) additional delegates for the first 500 members, or major fraction thereof, of any designated bargaining unit within the Local Union.

One (1) additional delegate for each additional 250 members, or major fraction thereof, of any designated bargaining unit within the Local Union.

The President and Secretary-Treasurer of each Local Union having a designated bargaining unit may be designated as delegates, if the Local Union deems this appropriate; otherwise, delegates must be selected in accordance with the provisions of the Local Union's Constitution and Bylaws from among the membership of the designated bargaining unit.

Expenses for the delegates to attend a National Bargaining Conference shall be borne by the Local Union which they represent.

Section 5. Delegates shall be accorded per capita voting strength based upon the paid and exonerated membership of their respective designated bargaining units for the third month preceding the Conference, as reflected in the records maintained by the International Secretary-Treasurer.

Section 6. If the National Bargaining Conference is requested by the National Bargaining Policy Committee to consider and adopt a National Bargaining Program, the Committee's recommendation shall be presented to the Conference delegates in session for a vote by the delegates in attendance at the Conference. A National Bargaining Program shall be deemed adopted upon ratification by seventy-five percent (75%) of the represented per capita votes voting in the Conference session, and such ratification shall authorize implementation of a National Bargaining Program pursuant to Section 8 and Section 9 of this Article.

Section 7. Upon adoption, the Executive Vice President shall initiate bargaining on the Program. Once adopted, the Program shall be mandatory and shall be the only Bargaining Program on the subject matters covered for all groups whose actions could affect the Program. Unless specific exemption is granted by either the Executive Vice President or the National Bargaining Policy Committee, supplements or agreements which violate this Section shall become null and void upon pronouncement by the Executive Vice President or the National Bargaining Policy Committee.

Section 8. Upon adoption by the Conference, the National Bargaining Policy shall be submitted to Local Unions for ratification. Local Unions shall, within forty-five (45) days, submit the adopted Bargaining Policy to the Local Union's Membership at a regular or special meeting called for the purpose of ratifying the National Bargaining Policy adopted by the National Bargaining Conference. Ratification thereof shall constitute compliance with Section 1 of Article XIII. A National Bargaining Policy shall be deemed ratified upon a favorable vote of seventy-five percent (75%) of the voting designated units.

Section 9. In the prosecution of the ratified Program, the Executive Vice President, in consultation with the President and in accordance with the International Constitution, shall be authorized to take the following action:

- (a) Open and/or terminate the contract.
- (b) Determine which group or groups shall be called out on strike, and call the group out on strike when he or she feels it necessary to effectuate the Program.
- (c) Coordinate, administer and direct all activities necessary to effectuate the Program.

Section 10. No Local Union involved in a National Bargaining Program shall enter into an Agreement with an employer within the affected industry on Local Union contract issues where the same or similar issues are being negotiated within the industry generally, or with the same employer at another location, without the specific approval of the Executive Vice President. In carrying out the duties of coordinating and directing bargaining under a National Bargaining Program, the Executive Vice President is specifically authorized and fully empowered to pronounce as null and void any agreement on Local Union issues reached in violation of this Section.

Section 11. The terms of an initial settlement under a National Bargaining Program shall be approved only by the National Bargaining Policy Committee, either in session or by a telephone conference call. The terms of such settlement shall thereafter govern all other bargaining groups whose actions could affect the Program, and the Executive Vice President shall thereafter be charged with the responsibility of applying the general terms of such settlement, as applicable to all such groups.

Section 12. The National Bargaining Policy Committee or the Executive Vice President shall be fully empowered to act for, and on behalf of, any Local Union or the International Union in bargaining with the affected industry on matters of national concern with respect to wages, hours, or other conditions of employment for the purpose of making or amending contracts; provided, however, that any resulting action shall be subject to the provisions of Sections 1 and 2 of Article XVI.

ARTICLE XIX

AFFILIATION

Section 1. This International Union may be affiliated with the AMERICAN FEDERATION OF LABOR AND CONGRESS OF INDUSTRIAL ORGANIZATIONS and the CANADIAN LABOUR CONGRESS, and such other organizations and federations for such time as the International Executive Board shall decide.

Section 2. It is the policy of this International Union that its Local Unions shall affiliate with their respective state or provincial federations and central bodies, unless excused by the International Executive Board.

Section 3. It shall be the policy of this International Union to encourage and assist Local Unions in establishing retired members' clubs. The clubs will serve as a social and recreational center for retired members and will provide an opportunity for them to continue to participate in Local Union, community, and political activities along with active Union members.

The President's office shall have jurisdiction over Local Union retired members' clubs. Retired members' clubs shall adopt Bylaws, rules and regulations for their government which shall not be in conflict with the International Constitution and shall be subject to the approval of the International President.

ARTICLE XX

CONSTITUTION AND AMENDMENTS

Section 1. Copies of this Constitution shall be printed for distribution to Local Unions and their members.

Section 2. Provisions of this Constitution which, in the judgment of the International Executive Board, were mandated by the laws of the United States need not be applicable outside of the United States and the International Executive Board may make rules and regulations in place of such provisions.

Section 3. Any Local Union or Regional Council may propose amendments to this Constitution by filing such proposed amendments with the International President no less than sixty (60) days prior to the date of a regular Convention. The proposed amendments shall bear the signature of the President and the Recording Secretary or Financial Secretary (or Secretary-Treasurer) of the Local Union or Regional Council, together with their seal affixed.

Section 4. The International Executive Board may propose amendments to this Constitution at any regular Convention or Special Convention called to consider such proposed amendments.

Section 5. All properly submitted and proposed amendments shall become effective upon affirmative vote of a majority of the votes cast.

Section 6. In the event any provision of this Constitution shall hereafter be determined to be inconsistent with the provisions of law, the International Executive Board may thereupon cease giving effect to such provisions and may adopt a substitute provision pending action by the next regular or Special Convention of the International Union.

ARTICLE XXI

COMMITTEE ON HUMAN RIGHTS

Section 1. A Rank-and-File Advisory Committee on Human Rights shall consist of the International President, the Executive Vice President, the International Secretary-Treasurer, the Vice Presidents-at-Large, the Vice Presidents/Regional Directors, and one rank-and-file committee member from each Region.

The International President, or another member of the committee, as designated by the International President, shall be the Chairperson of the Rank-and-File Advisory Committee on Human Rights. All members of the Committee shall be entitled to vote on questions before the Committee.

Section 2. The purpose of the Rank-and-File Advisory Committee on Human Rights shall be to coordinate and provide information resources to Local Unions and members for purposes of increasing the awareness of and involvement in issues of human rights and to assist in organizing new members into our Union on the basis of these issues of human rights.

The Rank-and-File Advisory Committee on Human Rights will review current issues affecting the human rights of all members; review proposals and recommendations relating to human rights from Local Unions, Regional Councils and from the Administration; and, if deemed appropriate, develop recommendations and programs regarding human rights for submission to the International Executive Board for their approval. Nothing herein shall restrict submission of issues to the International Executive Board by anyone otherwise empowered to do so.

Section 3. The rank-and-file committee member and one alternate member from each Region shall be elected by the delegates to the respective Regional Councils in such manner as each Regional Council may determine.

The rank-and-file committee members shall serve a term of such duration as is established by their Regional Councils; however, such term shall not exceed that for Regional Council Officers.

Section 4. The Rank-and-File Advisory Committee on Human Rights shall meet subject to the call of the International President.

Section 5. This Committee shall be reimbursed on the same basis as other Committees set forth in this Constitution.

Section 6. The International President, subject to the approval of the Executive Board, may call for a national conference on human rights. The dates and locations of such conferences shall be approved by the President and the International Executive Board.

The Rank-and-File Advisory Committee on Human Rights shall be involved in developing the subject matter, speakers lists and agenda for any such national conference on human rights.

ARTICLE XXII

MERGER AND IMPLEMENTATION AGREEMENTS

Section 1. The Paper, Allied-Industrial, Chemical and Energy Workers International Union hereby assumes all rights and obligations set forth in the Merger Agreement and in the Merger Implementation Agreement, both of which were adopted, approved and ratified by the Special Convention of the Oil, Chemical and Atomic Workers International Union on _____, 1999, and by the Special Convention of the United Paperworkers International Union on _____, 1999.

Section 2. Insofar as any provisions of said Merger Agreement and/or Merger Implementation Agreement are deemed to be inconsistent with any provision of this Constitution, the provisions of said Agreements shall prevail and be controlling, until commitments regarding the merger made in the Merger Agreement, Merger Implementation Agreement, and in this Constitution, are completed.

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