

Article I
By-laws

Section 1. This organization shall be known as the Mid-South Retail, Wholesale and Department Store Union, RWDSU, United Food and Commercial Workers, UFCW, Council, AFL-CIO, CLC. This Council is and shall remain a chartered body of the Retail, Wholesale and Department Store Union, a District Council of the United Food and Commercial Workers Union, AFL-CIO, CLC. This organization may hereinafter be referred to in these by-laws as “the Council” or “this Council”.

Section 2. All Retail, Wholesale and Department Store Union Local Unions and Units within the jurisdiction of this Council are and shall remain an affiliate of this Council and all Local Unions and Units established by the Retail, Wholesale and Department Store Union, whether organized or assigned by either or both the Retail, Wholesale and Department Store Union or the United Food and Commercial Workers Union in the future shall become an affiliate of this Council and remain an affiliate of this Council. All Local Union affiliated with this Council may adopt by-laws which shall not be in conflict with this Council’s by-laws or the Retail, Wholesale & Department Store Union, a District Council of the United Food and Commercial Workers Union, AFL-CIO, CLC. In the event a conflict between the by-laws of an affiliated Local Union and this Council’s by-laws, the Council’s by-laws shall be controlling. Directly affiliated Units and their members shall not be allowed to adopt by-laws and shall be governed by and in accordance with this Council’s by-laws.

Article II
Declaration of Objective and Principles

Section 1. The Mid-South Retail Wholesale and Department Store Union, RWDSU, United Food and Commercial Workers, UFCW, Council, AFL-CIO, CLC, reaffirms its devotion to the principles of industrial unionism as enunciated by the Retail, Wholesale and Department Store Union, a District Council of the United Food and Commercial Workers Union, AFL-CIO, CLC. The objectives are to unite into this organization all workers employed in its jurisdiction in order to advance and safeguard their economic and social welfare. To accomplish these objectives, this Council

pledges itself to the establishment of the following: adequate wage standards, high enough to give a decent living to every member and their family; shorter hours of work, that each member may have the opportunity of enjoying proper leisure, recreation and cultural development; proper working conditions, including insurance against involuntary unemployment, security in old age, and a reasonable insurance of the certainty of employment; to preserve the rights of collective bargaining and to seek and maintain agreements with employers for such purpose. This Council will strive to preserve democratic processes, protect civil liberties, aid in the adoption of legislative which will promote the economic and social welfare of its members and that of labor in general and to improve the educational, social and cultural standards of society as a whole. Through unity and purpose and action, through collective bargaining and legislative, this Council is dedicated to the ideal of making the jobs of its members the best jobs that can be devised from the point of view of wages, hours of work, physical conditions and human relations.

Section 2. This Council was formed and exist to promote and protect the general welfare of its members and industries where this Council's members are employed and, especially:

- 1) To unite the forces of RWDSU members through their affiliated local and directly affiliated units to strengthen and promote organization;
- 2) To coordinate activities of affiliated local unions or directly affiliated units, and to conduct such joint programs as the locals or units, through the Council, may decide upon;
- 3) To maintain area offices with such facilities and staff as the Council may determine from time to time;
- 4) To maintain a staff for servicing existing affiliated locals and directly affiliated units, and for recruiting new members and locals and units.
- 5) To keep all affiliated locals and directly affiliated units in good standing with the International Union and the AFL-CIO.

- 6) To establish and maintain standards of wages, hours and working conditions with union standards and union agreements for the industry.
- 7) To assist in adjusted disputes between union members and employers, affiliated local unions and directly affiliated units.
- 8) To conduct organizing drives, negotiations, and in general protect the welfare of the members.
- 9) The Council shall be the governing body for all members, affiliated locals and directly affiliated units, within the Council on those matters properly coming before it. Its decision and regulations shall be binding upon all affiliated locals and units, and members of locals and units, affiliated with the Council.
- 10) The Council shall assist at all negotiations of its affiliated local unions and units. All contracts of affiliated local unions and units shall be approved in accordance with the local unions' and Councils' by-laws. A copy of the approved contract shall be filed with the Council and the International Union.

Article III Jurisdiction

Section A. The geographical jurisdiction of this Council shall encompass such area as may be determined from time to time by the Retail, Wholesale and Department Store Union and the United Food and Commercial Workers International Union.

Section B. The trade jurisdiction of the Council shall encompass such jurisdiction as may be determined from time to time by the Retail, Wholesale and Department Store Union and the United Food and Commercial Workers International Union.

Section C. Geographical Jurisdiction: This is as determined by the Council, the Retail, Wholesale and Department Store Union and the United Food and Commercial Workers International Union.

Article IV
Membership

Section A. All persons engaged in work within the trade and geographical jurisdiction of this Council shall be eligible for membership subject to the provisions of these Bylaws and the Constitution and laws of the RWDSU and the UFCW. Membership shall be classified as active, affiliated, paid-up life, or non-active. No member shall hold more than one classification of membership at any one time.

Section B. 1. An individual is eligible to be an active member if he or she is: employed within a collective bargaining unit represented by the RWDSU, or a local union or directly affiliated unit, employed by an employer who is the subject of an active organizing effort by the RWDSU, a local union, or a directly affiliated unit; an employee or salaried officer of the RWDSU, a local union or a directly affiliated unit or of any organization approved by the RWDSU Executive Board with which the RWDSU or the local union has affiliated.

Section B. 2. No individual shall be eligible for active membership who is employed in any capacity which would require the performance of duties inconsistent with labor union membership or with the principles of organized labor, or detrimental to the interests of any affiliate of the RWDSU or the UFCW.

Section B. 3. An individual eligible for active membership must have paid current dues and the required initiation, should one be established, or reinstatement fee to be an active member.

Section B. 4. Active members shall enjoy all rights and privileges of membership in this Council, in the RWDSU and in the UFCW, including the right to vote at regular and special meetings and to hold any office and be elected as delegate if otherwise qualified under these bylaws, the Constitution and Bylaws of the RWDSU and the Constitution of the UFCW. They shall have the privilege of obtaining withdrawal cards, upon request in writing, provided that they are eligible pursuant to the requirements of Article V of these Bylaws. If otherwise eligible, active members may obtain military leave courtesy cards upon request in writing.

Section B. 5. An active member who is not actively working due to layoff, illness, disability, or a contractually provided leave of absence, and has applicable recall or re-employment rights which have not expired under the collective bargaining agreement, or who has been discharged and has a grievance pending under the collective bargaining agreement, may elect (1) to continue to pay dues and maintain active membership for the temporary period for which said recall or re-employment rights are valid or said grievance is pending, but in neither event for longer than two years, (2) to apply for another classification of membership provided for in this Article, if eligible, or (3) to apply for a withdrawal card pursuant to the provisions of Article V of these bylaws.

Section C. An individual is eligible to be an affiliated member if he or she is a former active member who is no longer eligible for active membership in this Council. Payment of the applicable dues is required to become and remain an affiliated member. Affiliated members may be privileged to attend membership meetings, may be appointed to serve on committees and, as determined by the Council President may be privileged to report to the membership concerning the activities of such committees. They have the privilege of obtaining withdrawal cards provided that they are eligible pursuant to the requirements of Article V of these bylaws. Affiliated members, however, are not entitled to hold office, be elected a delegate or have a voice or vote in union affairs.

Section D. The Council or directly affiliated units may issue paid-up life membership to any member who has accumulated 25 or more years of active membership in the RWDSU and who is no longer eligible for active membership. Upon written request, proposals to grant paid-up life memberships shall be introduced and voted on at a regular meeting of the Executive Board of the Council. A decision by the Executive Board not to grant paid-up life membership may be appealed at the next regular membership meeting of the Council. If paid-up life membership is approved for any member, the President shall immediately notify the RWDSU Secretary-Treasurer of such action. Paid-up life members may be privileged to attend membership meetings, may be appointed to serve on committees as determined by the Council President and may be privileged to report to the membership concerning the activities of such committees. Paid-up life members, however, are not entitled to hold office, be elected a delegate or have a voice or vote in union affairs.

If such member again becomes eligible for active membership in the RWDSU, the member shall deposit the paid-up life membership card in the same manner as provided for withdrawal cards in Article V of these bylaws.

Section E. An individual is eligible to be a non-active member if he or she is an owner-operator of an establishment within the jurisdiction of the Council. Payment of the applicable dues is required to become and remain an active member. Non-active member shall be allowed to attend and address union meetings at the discretion of the Council President. They have the privilege of obtaining withdrawal cards, upon written request, provided that they are eligible pursuant to the requirements of Article V of these bylaws. Such persons shall have no voice or vote in union affairs, nor shall they hold union office or be elected a delegate.

Section F. All applications for membership shall be made on forms furnished or approved by the RWDSU Secretary-Treasurer.

Section G. All members shall be subject to the bylaws of this Council, the Constitution and Bylaws of the RWDSU and the Constitution and Bylaws of the UFCW.

Section H. Any active member who is otherwise entitled to resign from membership while remaining employed within the jurisdiction of this Council must give 30 days written notice by certified mail or personal delivery to the Council before such resignation may become effective.

ARTICLE V WITHDRAWAL CARDS

Section A. The following members whose current dues and fees have been paid shall be entitled to withdrawal cards, upon written request, without charge therefor:

1. Members who become employers;
2. Members no longer employed within a collective bargaining unit represented by and within the jurisdiction of the Council, except where those persons continue to be members by virtue of Article V(B), (C), (D), or (E) of the Bylaws;

3. Members whose positions are excluded from coverage by a collective bargaining agreement;
4. Members who are employed by the RWDSU, or the Local Union or directly affiliated unit who are represented by another labor organization for purposes of collective bargaining with the RWDSU.
5. Members no longer employed by an employer who is the subject of an active organizing effort by the Council and who is not a party to a collective bargaining agreement with the Council of directly affiliated unit.
6. Members who terminate their affiliated or non-active membership and are not eligible for active membership.

Section B. The President, upon receipt of information that a member is eligible to receive a withdrawal card, shall issue same in accordance with provisions of these bylaws, the Constitution and Bylaws of the RWDSU, and the Constitution of the UFCW.

Section C. Withdrawal cards issued to eligible members shall be dated as of the first of the month following the member's eligibility to receive the same.

Section D. Persons holding withdrawal cards may maintain continuous membership by:

1. Depositing the withdrawal card no later than the first day of the month following the date of issuance, along with one months dues with the RWDSU and becoming a general member, or
2. If eligible for active membership, by depositing the withdrawal card with the Council or directly affiliated unit within those jurisdiction such person is employed or last held membership within one calendar month from the date of its issuance, together with the payment of the current dues.

Section E. Any person possessing a withdrawal card and making application for membership in this Council, Local Union, or directly

affiliated unit shall be accepted as a reinstated member, without the payment of a fee, except the current dues, provided the card is deposited with this Council, Local Union, or directly affiliated unit with 30 days from the date of employment within a collective bargaining unit which is situated within the jurisdiction of the Council and is represented by the RWDSU, or such Local Union or directly affiliated unit, or within 30 days from the date of employment by the RWDSU or any of its affiliates. Any person who is employed within a collective bargaining unit represented by the RWDSU or any of its affiliates and fails to deposit his/her withdrawal card prescribed in this paragraph shall have his/her withdrawal card voided and shall not be reinstated to membership without the payment of the applicable fee.

Article VI Council Meetings

Section 1. The regular meeting of the Council shall every three years beginning in 2014 and will be held every three years thereafter at a time and place designated by the Council Executive Board.

Section 2. Only delegates to the convention in good standing with the Council and the International Union shall be seated as delegates.

Section 3. A quorum for the transaction of business consists of a majority of the delegates seated.

Section 4. (a) At least seven days prior to the opening of the convention, the President of the Council shall appoint seven persons, with the approval of the Executive Board from those selected as delegates to the convention, who shall be the Constitutional Committee for the purpose of passing upon amendments to the Constitution. The Constitutional Committee can propose and submit to the convention for the convention's consideration, amendments to the Constitution of the Council at any time up to the last day of the meeting.

(b) A two-thirds majority vote is required to amend.

Section 5. Affiliated locals or directly affiliated Units shall be entitled to delegates on the following basis: Each Local Union or directly affiliated Unit shall be represented by one (1) delegate for every fifty (50) members or major fraction thereof; but in no event shall be represented by not less than

one (1) delegate. All Local Unions or Units shall elect alternates to serve in the absence of regular delegates. Said delegates may be seated in any meeting where the Recorder has been notified, in writing, by a delegate or by an officer of the Local Union or Unit that a delegate will not attend, naming the alternate as a replacement. No Local Union or Unit shall be entitled to more than ten (10) delegates. Directly affiliated Unit Chairpersons shall be a delegate to the Council meeting by virtue of their position on the Units committee.

Section 6. When any affiliated Local Union or directly affiliated Unit holds an election for delegates to the Council meeting, if any question, they shall inquire of the Secretary-Treasurer as to the number of delegates to which the Local Union or Units is entitled. If the membership is in good standing in an affiliated Local Union or directly affiliated Unit and shall increase sufficiently to entitle said Local Union or Unit to additional delegates; said delegates shall be seated at the next Council meeting.

If the membership of an affiliated Local Union or directly affiliated Unit shall decline in numbers, and said drop membership shall continue for four (4) consecutive months, the delegates from the Local Union or Unit shall be reduced accordingly. The membership in good standing of any affiliated Local Union or directly affiliated Unit shall be based upon the average dues standing of the most recent complete four (4) months for which dues have been paid to the Council.

Section 7. All staff representatives of the International Union working within the jurisdictional area of the Mid-South RWDSU Council shall be seated as a delegate to the Council meeting with a voice but without a voting power. This section shall apply to all International Officers.

Article VII Officers and Elections

Section 1. The following officers of the council shall be elected: President, Secretary-Treasurer, Recorder and **four (4) Vice Presidents**, who will be the only officers of the Council and shall constitute the Council Executive Board. All elections of officers of the Council shall be held by secret ballot at least once every three years beginning in 2014.

Section 2. The term of office of all officers and executive board members shall be three (3) years. They shall hold office until their successors are duly elected and installed and the term of office shall begin immediately upon installation at the close of the Council meeting.

Section 3. In order to be eligible for nomination or election to hold a Council office, the nominee must be:

- a) Qualified under Section 504(a) of the Labor Management Reporting and Disclosure Act of 1959;
- b) A member of an affiliated Local Union or directly affiliated unit in good standing;
- c) A member that has been in good standing for a period of not less than twelve months.

Section 4. Nominations for office shall be conducted during the six month period preceding the expiration of the term of office. Not less than 15 days prior to the nominations, notice shall be mailed by the Council to each member at his or her last known home address, setting forth the times and places as will afford all active members a reasonable opportunity to nominate.

Section 5. The election for officers of the Council shall be conducted during the six month period preceding the expiration of the term of office, as provided in the Council bylaws. Not less than 15 days prior to the election, a notice shall be mailed by the Council to each member at his or her last known home address, setting forth the times, dates, and places for conducting the election. The election shall be conducted at such times and places as will afford all active members a reasonable opportunity to vote. If the Council members are so widely dispersed that they must travel an unreasonable distance to vote at a single polling place, the Council shall provide for multiple polling places. Any active member in the Council as defined by Article 4(B) of the UFCW Constitution, shall be eligible to vote in the Council's election.

Section 5. Notice of nominations and election may be combined into a single notice, which may be mailed not less than 15 days prior to the nominations.

Section 6. No member may run for more than one office in any election, and no member may hold more than one Council elected office at any one time.

Section 7. The Council Executive Board shall establish the applicable dates, times, places, manner and procedures for the nominations and elections.

Section 8. Before the election, it shall be the duty of the President to appoint, subject to approval of the Council, at least three tellers to see that votes are properly counted. No candidate for office shall serve as teller.

Section 9. All officers of the Council are elected by plurality, except as to the offices of Council President and Secretary-Treasurer, where a majority of votes cast shall be required for election. Write-in candidates and proxy voting shall not be permitted.

Section 10. All officers shall be elected by secret ballot. In the event a candidate for office has no opposition, such candidate shall be deemed elected by acclamation.

Section 11. Where the election for an office other than President or Secretary-Treasurer results in a tie or where no nominee for President or Secretary-Treasurer receives a majority of votes cast, a run-off election between the two nominees with the higher number of votes shall be conducted.

Section 12. (a). Where vacancies occur in any of the elected offices of the Council, the Council Executive Board, not later than 90 days after the vacancy occurs, shall fill the vacancy for the balance of the term. However, a vacancy in the office of President shall be filled no earlier than 30 days nor later than 90 days after the vacancy occurs.

(b) In the case of a vacancy in the office of President, the Secretary-Treasurer of the Council shall perform the President's duties until a new President is appointed by the Council Executive Board.

Article VIII
Duties of Officers of the Council

PRESIDENT – The Council President shall be the chief executive officers of the Council and shall coordinate the affairs of the Council in all its phases, subject to the approval of the Executive Board of the Council. The President's decision shall be binding unless reversed by the Executive Board of the Council. The President shall be responsible for enforcing the Constitution and Laws of the UFCW International Union, the RWDSU and this Council. The President shall have the authority to interpret the bylaws and rules of the Council, subject to appeal to the Council Executive Board, provided that such interpretations or decisions on appeal are consistent with the Constitution and Laws of the UFCW International Union and the RWDSU.

The President shall be a delegate to all conventions of the Retail, Wholesale and Department Store Union District Council of the United Food and Commercial Workers Union, AFL-CIO, CLC, or any subordinate body thereof and the conventions of all affiliates. The President shall preside at all meetings of the Council and at all meetings of the Council Executive Board and shall decide all questions of order subject to an appeal to the Council Executive Board. The President, together with the Secretary-Treasurer of the Council, shall sign all checks. Subject to the approval of the Council Executive Board, the President shall appoint Directors, Council Representatives and Organizers, and shall hire such other employees as may be necessary to conduct the affairs of the Council and shall fix their compensation.

The President shall at all times exercise general supervision over all Officers and employees of the Council, subject to the approval of the Executive Board. The President shall have the power, subject to the approval of the Council Executive Board and/or the Council, to appoint alternate members of the Executive Board who shall serve only in the event of absence of incumbent members of the Executive Board. The President shall have the power to have in attendance at board meetings, the alternate board members.

The President shall perform all such other duties as appertains to his/her office. For the faithful performance of the duties, the President shall be reimbursed for all expenses incurred while performing the duties as

Council President. Except as otherwise provided, the President shall appoint all committees of the meeting of the Council and shall be, ex-officio, a member of all committees. The President shall have the right to require affiliates of the Council to call special meetings, at a reasonable time and place at which he/she or his/her duly designated representative shall have the right to attend and participate. The President shall devote all the time necessary to the affairs of the Council.

The President shall require the Council Secretary-Treasurer, organizers, and representatives to perform such duties as may be required in the business of the Council.

The President, or the duly designated representative, shall have the right to examine the books, records, contracts and documents of the affiliates of the Council at reasonable times and places.

The President shall be the custodian of the union shop identification cards, union logos, union emblems and union labels as are issued by the RWDSU or UFCW.

The President shall forward to the RWDSU Secretary-Treasurer and the UFCW Secretary-Treasurer a monthly membership report on forms provided or approved by the RWDSU and UFCW, giving an accurate record and summary of the membership as of the last day of the month for which the report is submitted. The President shall complete the report consistent with the requirements of the RWDSU Constitution and Bylaws and the UFCW Constitution.

The President shall receive and properly receipt all money collected.

The President shall make the Council's financial records available to the Audit Committee at their request. The President shall make such itemized statement available for inspection by the members at the Council on a reasonable basis. The President shall also make or distribute a financial report at regular meetings of the Council.

SECRETARY-TREASURER – The Secretary-Treasurer shall assist the President in the carrying out of the President's duties and responsibilities and shall conduct the Secretary-Treasurer's office under the general supervision of the President. The Secretary-Treasurer shall perform the

duties of the President when the President is temporarily absent. The Secretary-Treasurer, by virtue of office, shall be a delegate or representative to any convention or meeting to which this Council is entitled to and elects to send more than one delegate or representative except as otherwise provided in Article IV, Section 3(d) of the RWDSU Constitution and Bylaws or Article 15(e) of the UFCW Constitution.

The Secretary-Treasurer shall see that all dues are properly recorded. The Secretary-Treasurer shall conduct correspondence on financial affairs of the organization and lay the same regularly before the bi-annual meeting of the Council and shall submit all books and records for audit and inspection at least once a year and at such other times as the Executive Board shall determine. The Secretary-Treasurer shall see that all dues are properly recorded and that per capita tax forms are filled out for each affiliated Local Union and directly affiliated unit and that per capita tax is paid to the UFCW International Union.

RECORDER – The Recorder shall keep correct minutes of annual meetings of the Council and all meetings, which he/she is assigned to attend by the President and/or the Executive Board of the Council. The Recorder shall maintain an attendance record of all meetings he or she is assigned to attend.

VICE PRESIDENTS – The Vice Presidents shall assist the President in the discharge of the President's official duties. They shall be numerically designated for election purposes only.

All reports submitted by any officer or by the Executive Board of the Council to the UFCW must be simultaneously sent to the RWDSU.

All officers at the expiration of their respective terms of office, or when removed or when their offices become vacant, shall deliver to their duly elected successors, and if there is no such successor, then to the duly elected member of the Audit Committee of the Council, all books, papers, monies, and other property in their possession belonging to the Council, the RWDSU or the UFCW and they shall not be relieved from their bonds or obligations until they have complied with this requirement.

Article IX
Council Executive Board

Section A. The constitutional officers of the Council shall constitute The Council Executive Board. The duties of the Executive Board shall be those provided in the RWDSU Constitution and Bylaws, the UFCW Constitution and these bylaws and such other duties as may be provided by the Council from time to time.

Section B. Between Council meetings, the Executive Board shall have full and complete charge of all business of the Council not otherwise delegated to a specific officer or officers or reserved to the membership. It shall meet not less often than once a calendar quarter, provided that such quarterly meeting shall not be less than four months apart. The President shall be authorized to call additional meetings of the Executive Board whenever he/she deems it advisable or whenever requested by a majority of its members. When the Council President deems it necessary to act promptly, the Executive Board may meet by teleconference call or the Council President and Council Secretary-Treasurer may conduct a vote of the Executive Board by mail, telegram, telephone, or other form of communication they deem appropriate. A majority of the members of the Executive Board shall constitute a quorum.

Article X
Council Audit Committee

Section A. Three Council Executive Board members shall, by virtue of their offices, constitute the Council Audit Committee. Two of these shall be the President and the Secretary-Treasurer, and the Council Executive Board shall annually designate one of the other members of the Executive Board to be the third member of the Audit committee.

Section B. The Audit Committee shall be responsible for ensuring that all finances of the Council are managed in accordance with the Constitution and Bylaws of the RWDSU, the Constitution and laws of the UFCW and this Council bylaws. The Audit Committee shall be responsible for ensuring that the funds and property of the Council are properly received and managed for the sole use and benefit of the Council and in accordance with standard accounting practices.

Section C. The Audit Committee shall be responsible for ensuring that all banks and other financial institutions holding funds or property of the Council are so instructed that the signatures of the President and Secretary-Treasurer are required on all checks and other financial documents.

Section D. The Audit Committee shall examine the financial records of the Council. The Audit Committee shall make required reports to the RWDSU Secretary-Treasurer and the UFCW Secretary-Treasurer on form supplies or approved by them and on such schedule as they may determine. The Audit Committee shall also promptly submit a copy of said report to the Council Executive Board. The Audit Committee shall also file with the RWDSU Secretary-Treasurer and the UFCW Secretary-Treasurer copies of all audits required by the RWDSU Constitution and Bylaws and the UFCW International Constitution and all financial reports required by governmental authority within 30 days of their completion.

Section E. The Audit Committee shall employ a certified public accountant to assist them in the performance of their duties and to perform a complete audit of the Council not less than once a year.

Section F. The Audit committee shall ensure that Council officers, representatives and employees are bonded as directed by the RWDSU Secretary-Treasurer and the UFCW Secretary-Treasurer and in accordance with the RWDSU Constitution and Bylaws and the UFCW Constitution.

Article XI Finances

The Financial Secretary of each affiliated Local Union shall forward to the Secretary-Treasurer of the Council, or his agents, per capita tax in the sum of seven dollars and fifty cents (\$7.50) per member, per month or such other sum as may be determined by the Council, or as otherwise outlined in these by-laws.

Article XII Council Funds

The general or special funds or property of this Council shall be used only for such purposes as are specified in these bylaws or the Constitution and Bylaws of the RWDSU or the Constitution and Bylaws of the UFCW, as

may be established by proper resolution of the Council Executive Board, or the Council membership or as may be required to transact and properly conduct the business of this Council.

Article XIII
Union Dues

Initiation fees, if any, and union dues for members of Local Unions affiliated with this Council and members of directly affiliated Unit of this Council shall conform with the Constitution and Bylaws of the Retail, Wholesale and Department Store Union, a District Council of the United Food and Commercial Workers Union, AFL-CIO, CLC. (See copy of letter from RWDSU of these bylaws in Appendix. Amount of dues change periodically).

Article XIV
Strikes

Each Local Union affiliated with the Council shall address "Strikes" in their Local Union Constitution and Bylaws. Directly affiliated Units and their members shall conform to the following:

- A. A strike may be called provided that the affected members approve by a two-thirds majority secret ballot vote the calling of such strike. In the event the affected membership constitutes less than a majority of the membership, the Council Executive Board may, subject to the approval of the RWDSU Executive Board, disapprove such a strike.
- B. Following the approval of a strike, the President shall request authorization from the RWDSU President to strike or take other economic measures and, after receiving such authorization, shall thereafter request authorization from the UFCW International Executive Committee. No strike or other economic action shall be taken without first receiving the authorization of the RWDSU President and the authorization of the UFCW International Executive Committee.
- C. In the event of rejection of the employer's proposal for a collective bargaining agreement and the failure of the affected

membership to approve a strike by a two-thirds vote, the Executive Board shall, after notifying the UFCW President and receiving acknowledgement of such notice, and notifying and receiving the approval of the RWDSU Executive Board, have the authority to accept such offer.

Article XV
Charges and Trials

All charges filed against officers or delegates of the Mid-South RWDSU Council and the conduct of the trial based on such charges shall be in conformity with the UFCW International Constitution.

Article XVI
Strike/Hardship Fund

Section 1. A strike/Hardship Fund shall be established and maintained.

Section 2. This Fund shall receive ten cents (\$.10) per capita tax per month from the per capita tax paid into the Council. This ten cents (\$.10) shall only be paid from the Council per capita tax only when the total amount in the Fund shall reach a point of less than one hundred thousand dollars (\$100,000.00). These monies shall be deposited in a financial institution selected by the Council President subject to the approval of the Council Executive Board and shall be used at the discretion of the President subject to the approval of the Council Executive Board in the support of strikes in Local Union affiliated with the Council and directly affiliated Units.

Section 3. Strike or individual hardship assistance granted to a new shop in the process of being organized shall be subject to the approval of the Council Executive Board.

Article XVII
Building Fund Committee

A Building Fund known as the RWDSU Fraternal Realty Board has been established. This fund shall be funded from funds of the Council and funds from building fund per capita tax from affiliated locals, rent, etc. from

the buildings and/or property purchased and maintained by the RWDSU Fraternal Realty Board.

A Building /Fund Committee shall be appointed by the President and the President shall be the Chairman of the Building Fund Committee and the committee shall consist of a Secretary-Treasurer and not more than seven (7) nor less than three (3) members of the Council. All revenue received shall be paid to the RWDSU Fraternal Realty Board. The committee shall be charged with the responsibility of locating suitable property and/or buildings of a type and at a location needed by the Council for the purpose of meetings and other purposes desired by the Council. The President of the Council shall authorize any and all activities conducted in the buildings and/or the property prior to such activities being scheduled or conducted..

Article XVIII

Appeals of Members from Affiliated Local Unions Disposition of Grievances

Section 1. Each affiliated Local Union shall address appeals of members in the Local Unions' Constitution and by-laws.

Directly affiliated Units and their members shall conform to and be bound by the following:

Section 2: The Council shall have the exclusive authority to interpret and enforce collective bargaining agreements. In accordance therewith, the Council shall have the exclusive authority to submit grievances to arbitration, withdraw grievances, settle and compromise grievances and decline to invoke the grievance procedures of a collective bargaining contract. The President, or his or her designated representative, shall make the decision as to whether a grievance is to be submitted to arbitration.

Section 3. Any member who disagrees with the disposition of his or her grievance by the Council President, or the President's designated representative, shall have the right to appeal the decision to the Council Executive Board. The appeal shall be submitted, in writing, to the office of the Council and shall contain a simple statement of the nature of the grievance and any other matter the member wishes to bring to the attention of the Executive Board.

Section 4. The member shall submit the appeal within 15 days from the date the member is first advised of the Council's disposition of the member's grievance.

Section 5. The Council Executive Board shall consider the appeal at the next regular meeting of the Executive Board. The Executive Board shall treat the appeal as either a request for a review or a request for reconsideration.

Section 6. The Executive Board shall advise the member of its decision within 30 days from the date of its meeting. There shall be no further appeal from the decision of the Executive Board.

Section 7. Any member who does not appeal the disposition of his/her grievance as provided above shall be deemed to have acquiesced in said disposition.

Article XIX
Robert's Rules of Order Shall Govern

Section 1. It shall be the duty of the President to preserve decorum and should any member violate the rules, the President shall call to order the offending members, who shall resume his/her seat until the point of order has been settled, or the offending persons shall be removed from the hall.

Section 2. When two (2) or more members rise to speak, the President shall decide who is entitled to the floor.

Section 3. The President shall decide, without debate, all questions of order subject to appeal to the Council.

Section 4. When the ruling of the President on any questions is appealed, the applicant shall state his/her ground of appeal after which the President shall give his/her reasons for the decision, when without further debate, the questions shall be put thus: Shall the decision of the Chair stand as the judgment of the Council.

ARTICLE XX
Oath of Office

Each affiliated Local Union shall address officer's Oath of Office in their Local's Constitution and Bylaws.

All officers of the Mid-South Retail, Wholesale and Department Store Union and directly affiliated Units, upon installation of their offices, shall repeat the following pledge and obligation:

"I, _____, do hereby sincerely pledge my honor to perform the duties of my office as prescribed by the laws of this Union, and to bear true allegiance to the Retail, Wholesale and Department Store Union, a District Council of the United Food and Commercial Workers Union, AFL-CIO, CLC. I will deliver to my successor in office all books and other property of this Union that may be in my possession at the close of my official term. All this I solemnly promise, with full knowledge that to violate this pledge is to stamp me a person devoid of principle and destitute of honor."

Article XXI
Order of Business

- 1) Roll call of officers
- 2) Reading of minutes
- 3) Reading of financial report
- 4) Reading of Communications and bills
- 5) Reports of officers and committees
- 6) Reports of full-time staff employees
- 7) Unfinished business
- 8) New business
- 9) Good and welfare
- 10) Adjournment

Article XXII
Member's Oath of Obligation

Section 1. Each affiliated Local Union shall address Members Oath of Obligation in their Local Union Constitution and Bylaws. Members of directly affiliated Units shall respect the following pledge:

I, (name of member) do sincerely promise, of my own free will, to abide by the laws of the Union, to bear true allegiance to, and keep inviolate the principles of the AFL-CIO, never to discriminate against a fellow worker on account of creed, color, or nationality, to defend freedom of thought, whether expelled by tongue or pen, to defend on all occasions and to the extent of our union.

That I will not, unless officially authorized reveal to any employer or boss any business pertaining to the Union. That I will assist all members of our Union to obtain the highest wages possible for their work; that I will not accept a brother's job who is idle for advancing the interests of the Union or seeking better remuneration for his labor; and as only by standing together can workers improve their lot. I promise to cease work at any time I am called upon by the Union to do so. And I further promise to help and assist all brothers in adversity, and to have all eligible workers join the Union that we may all be able to enjoy the fruits of our labor, and that I will never knowingly wrong a brother or see him wronged, if I can prevent it.

To all this I pledge my honor to observe and keep as long as life remains, or until I am expelled by the Mid-South Retail, Wholesale and Department Store Union, RWDSU, United Food and Commercial Workers Union, UFCW, Council, AFL-CIO, CLC, or any or directly affiliated Unit.

Article XXIII
By-laws Adoption

Should any provision of these bylaws be ruled invalid or unconstitutional in any form in any court of law, the remainder shall not be affected.

Appendix

June 19, 1999

TO: ALL RWDSU LOCALS, JOINT BOARDS/COUNCILS AND
OTHER AFFILIATES

This is to officially advise you that during the Seventeenth Convention of the RWDSU, AFL-CIO, CLC held in Florida, June 20-23, 1994, the delegates overwhelmingly approved a Constitutional Amendment setting local dues as follows:

"Members of the International Union shall continue to pay a minimum dues of \$16.00 per month (\$3.75 per week) through the month of June, 1995. Commencing July 1, 1995, minimum dues shall be \$17.00 per month (\$4.00 per week). Commencing July 1, 1996, minimum dues shall be \$18.00 per month (\$4.25 per week). Commencing July 1, 1997, minimum dues shall be \$19.00 per month (\$4.50) per week. Whenever the gross wages paid to members of an affiliate are increased, monthly dues of such members shall be increased by the equivalent of twice the hourly increase in their gross wages (weekly dues shall be increased by the equivalent of one-half (1/2) the hourly increase in gross wages). Any affiliate may set its total dues for its members at the equivalent of two (2) hours' gross wages per month, with such dues to be increased proportionately as such gross wages increase, provided that such dues shall never be less than the minimum dues set forth hereinabove. Notwithstanding such minimum, every affiliate shall fix dues at such higher amount as may be necessary to enable the affiliate to meet its obligations to the International Union and other labor bodies with which it is affiliated, and to function effectively in carrying out the objectives of this Constitution. The by-laws of all affiliates shall conform to the provisions of this Section. Exceptions to the foregoing minimum may be granted by the International Executive Board."