

TWU-LOCAL 555 BY-LAWS

PREAMBLE

These By-Laws are the legal document which establishes the Transport Workers Union of America (TWU) Local 555. These By-Laws provide the mechanism through which all Members are represented both individually and collectively, thereby, providing for responsible leadership and, at the same time, retention of control of the Local by the Membership.

ARTICLE ONE

GENERAL

SECTION ONE: NAME

The name of the organization shall be the Transport Workers Union Local 555. Whenever the term "Local" is used, it shall refer to and mean Southwest Airlines Ramp Operations Provisioning work group known as TWU Local 555. Whenever "TWU" or "International" is used, it shall refer to and mean Transport Workers Union of America International.

SECTION TWO: LOCATION

The general office and headquarters of the Local shall be in the Dallas - Fort Worth area. The headquarters may be changed by action of the Local Executive Board, in accordance with the applicable provisions of the By-Laws.

SECTION THREE: DURATION

The duration of the Local shall be perpetual, or until it is dissolved as provided for in the TWU Constitution.

SECTION FOUR: PURPOSE

- A) To operate a non-profit employee representing labor organization. As a non-profit organization, the Local shall not permit its net earnings to inure to the benefit of any Member. The Local is authorized to create and operate a Catastrophic Fund, using a portion of its net earnings for the good and welfare of the membership.
- B) To protect the individual and collective rights of the Members of the Local and to promote their professional interests.
- C) To establish and exercise the rights of collective bargaining for the purpose of making and maintaining employment agreements covering rates of pay, rules and working conditions for the Members of the Local and to settle promptly disputes and grievances which may arise between such Members and their employer.
- D) To determine and negotiate and to continue to improve the rates of compensation, hours of employment and working conditions.
- E) To disseminate information to enhance the professional status of the Membership.

SECTION FIVE: LOGO

The official logo of the Local shall be that furnished by the TWU International.

SECTION SIX: OBLIGATION OF MEMBERS

Members of the Local shall accept and agree to abide by the TWU International Constitution and the Local's By-Laws as they are in force or as they may be amended, changed or modified in accordance with the provisions of such Constitution and By-Laws.

SECTION SEVEN: PARLIAMENTARY LAW AND RULES OF ORDER

All questions on parliamentary law and rules of order which are not provided for in the Constitution and By-Laws shall be decided according to the principles set forth in Robert's Rules of Order, revised.

SECTION EIGHT: FISCAL YEAR

The fiscal year of the Local shall be from January 1 to the following December 31.

ARTICLE TWO

SECTION ONE: GOVERNMENT

The TWU Constitution and these By-Laws shall govern all business relevant to the Members of the Local.

SECTION TWO: GOVERNING BODIES

The governmental powers of the Local shall be vested in the Local Executive Board (the "Board") and the Officers, in accordance with the laws provided herein. The final control of the Local shall be vested in the Membership.

SECTION THREE: OFFICERS

The Officers of the Local shall be: President, Vice President, Recording Secretary, Financial Secretary-Treasurer, and District Representatives.

SECTION FOUR: AMENDMENTS

The By-Laws may be altered by two-thirds (2/3) vote of the entire Board.

SECTION FIVE: LOCAL EXECUTIVE BOARD (the "BOARD")

A) The Board shall consist of the elected Local Officers.

- D) The books of the Local shall be maintained in a standard, double-entry accounting system with provisions for cash accounting, with a list of payables and receivables. These accrual accounts need only be exercised when the books are balanced and closed in order to publish reports required by the By-Laws, or when a trial balance is required by the Officers for internal budget control.
- E) The Local shall maintain at least the following accounts:
- | | |
|--------------------------|---------------------------------|
| 01) Cash | 08) Office Supplies Expense |
| 02) Dues Income | 09) Insurance & Bonding Expense |
| 03) Interest Income | 10) Legal Expense |
| 04) Other Income | 11) Accounting Expense |
| 05) Lost Time Expense | 12) Secretarial Expense |
| 06) Meeting Room Expense | 13) Accounts Payable |
| 07) Printing Expense | 14) Miscellaneous Expense |
- F) All books, ledgers, reports and audits shall be maintained in a secure place for a minimum of seven (7) years.
- G) Budget
- 1) An operating budget shall be established by the Local Executive Board each November, detailing the projected income and operating expense by account for the following fiscal year.
 - 2) Each budget account will be restored to the full budgeted amount at the beginning of each budget period. Surplus funds remaining in any budget account at the end of a budgeted period will be transferred to the reserve for contingencies accounts.
 - 3) The Board by majority vote may amend the budget for approved expenditures, by a majority vote of the Local Executive Board.
 - 4) Should the Board of the Local become aware of a proposed merger, buy-out, or other change in the corporate structure of Southwest Airlines, which in the judgement of the Board, could result in an adverse affect on the Membership, the Board may, by majority vote, release an appropriate amount for legal retainers and other immediate expenses necessary to mount a defense against such circumstances. Should the emergency authority of this paragraph be exercised, the Board must call general meetings with thirty (30) days in order to fully inform the Membership of the circumstances leading to this action.
 - 5) All expenditures authorized under these By-Laws must be in accordance with generally accepted accounting practices. A petty cash fund is authorized to a maximum of two hundred dollars (\$200.00). All disbursements from the petty cash fund shall require a petty cash voucher. The Financial Secretary-Treasurer may authorize disbursements of amounts up to fifty dollars (\$50.00) from the petty cash with his signature on a petty cash voucher, provided that the total expenditure remains within the amount approved for that budget account for that budget period.
- H) Management of Financial Assets
- 1) Investment of the Local's funds shall be restricted to the following media:
 - a) Bank Savings Accounts / CD's
 - b) Southwest Airlines Federal Credit Union
 - c) U.S. Government or U.S. Government Agency Securities
 - d) U.S. Treasury Bills

- e) Money Market Mutual Funds
- 2) Ample cash shall be maintained in the Local's checking account.
- 3) Extreme care must be taken in the placement of the Local's funds to insure that contingency funds do not become illiquid to the point that they would be unavailable in an emergency. The following guidelines should be applied to investment of funds budgeted for reserve for contingencies.
 - a) Forty percent (40%) available immediately
 - b) Thirty percent (30%) available within thirty (30) days
 - c) Thirty percent (30%) available within sixty (60) days
- 4) The Board shall establish an investment committee chaired by the Financial Secretary-Treasurer to monitor these guidelines and to recommend investment of funds. The Board shall by majority vote determine investment placements.
- I) Reports and Inspections
 - 1) An audit of the Local's books shall be performed by a Certified Public Accounting Firm and the results of that audit made available to the Membership at the end of each fiscal year. The Board may, at its discretion, appoint an internal audit committee to examine any aspect of the Local's finances.
 - 2) The Local's books shall be balanced and an un-audited income statement and balance sheet prepared monthly. These monthly trial balances shall be made available.
 - 3) The books and financial records of the Local shall be made available for inspection by an active Member provided the Member gives written notice to the Financial Secretary-Treasurer at least two (2) weeks prior to the date he/she wishes to conduct such inspection.
- J) Lost Time
 - 1) Local Officers and other Members who are required by the President to perform duties for the Local that require a release from their normally assigned duties as a fleet service employee, with a subsequent loss of income, shall be directly compensated for that loss of income by the Local on the date which such Member would normally be paid by the Company. This reimbursement may be accomplished through the Company payroll system or by direct payment to the individual.
 - 2) Lost Time is budgeted annually. Authority to pay lost time is controlled by the President.
 - 3) Lost Time in the annual budget shall include lost time for districts.
 - 4) The Local's Financial Secretary-Treasurer shall verify all lost time monthly. A written monthly record shall be kept by the Financial Secretary-Treasurer of all fleet service Employees by name, date, location and total lost time paid by the Local.
 - 5) In any year in which a contribution is made to the Profit Sharing Trust and/or Employee Stock Ownership Plan (ESOP) of an air carrier under contract to the Local, a Member who has his total income from such air carrier reduced by replacement payments from the Local under Article Two (2), Section Seven (7), Paragraph J, Sub-paragraph One (1), shall be reimbursed by the Local an amount equal to that which he would have received in Profit Sharing and/or other qualified reimbursement will be made when the statements are received by the trustee and in accordance with the following formula:

Total Profit Sharing and/or other plan:

$$\begin{array}{r} \text{Payments by Company} \quad \times \quad \text{Lost Time + Tax} = \text{REIMBURSEMENT} \\ \text{(*Total Taxable Income)} \quad \quad \quad \text{(Loss Received)} \end{array}$$

**Total Taxable Income from Member's W-2 Form*

If all Lost Time was paid through the Company payroll system, or a cash contribution is accepted by the Company to the fund, this individual formula will not be used. Reimbursement will be made to the Company by the Local and is a budgeted item.

ARTICLE THREE

MEMBERSHIP

SECTION ONE: QUALIFICATIONS AND RULES OF MEMBERSHIP

- A) All Employees employed by an air carrier and who are represented by the Local, and not considered management, shall be eligible for and required to maintain Membership in the Local.
- B) Employees who are probationary Employees shall be eligible for and required to maintain Membership during the first full month following completion of such employee's probationary period. An initiation fee of \$20.00 will be charged on a one-time basis for all new members.
- C) Members delinquent in any assessments for more than sixty (60) days will suspend their right to vote, introduce or discuss any item of business at any meeting, suspend their right to the privileges and protection afforded Members of the Local, until such time as the delinquency is removed. Employees shall be allowed to reinstate their privileges upon return to non-management duties without paying further back dues. If non-payment of dues is the result of an occupational injury, medical, or military leave, the Member shall not be considered delinquent.
- D) A Member in good standing shall automatically be transferred to inactive Membership status upon:
 - 1) Furlough by the Company
 - 2) Leave of Absence from the Company
(Including Personal Leaves, Excluding Union, Medical and/or OJI Leaves)
 - 3) Active duty in the United States Military Forces in excess of four weeks.
 - 4) Transfer out of the work group, including into management.
- E) Active Local Members are entitled to participate in all Local activities and are entitled to all of the rights, privileges, and benefits of membership.
- F) It will be the responsibility of each individual Member of the Local to provide his current mailing address and telephone number and to provide the Local with any change that occurs regarding this information.
- G) Any person not otherwise eligible for membership, such as those in management, may maintain non-voting membership by remaining current in payment of dues. Any person returning to the job classifications within the Local must pay all dues in arrears up to twelve (12) months, in order to maintain good standing status.

SECTION TWO: DUES AND DUES DETERMINATION

- A) Member's obligation for dues shall commence as of the date of eligibility for active Membership. Dues shall be paid on a semi-monthly basis through authorized payroll deduction.
- B) Dues shall be as determined by the Board and shall be expressed as a percentage of base salary and will require a majority of the votes received from the Local's Membership.
- C) It shall be the duty of the Board to conduct an annual review of the dues structure of the Local to determine if the dues structure should be revised. The Board shall also establish the financial goals of the Local, supervise their implementation, and make financial recommendations to the Membership.

ARTICLE FOUR

OFFICERS

SECTION ONE: OFFICERS DEFINED

The Officers of the Local shall be the President, Vice President, Recording Secretary, Financial Secretary-Treasurer, and District Representatives. Alternate District Representatives, while appointed by the elected District Representative, shall be considered Non-Officers and will not function as an officer on the Board unless designated such in accordance with Article Seven (7), Section Two (2), Paragraph B. An Alternate District Representative may only be allowed to vote on matters or issues before the Local Executive Board during an approved Leave of the District Representative. The Local Executive Board shall determine by majority vote if the Leave qualifies for the exception of allowing the Alternate District Representative to vote on matters at the Local Executive Board level.

SECTION TWO: ELIGIBILITY

The Officers and Station positions may be held by any active Member of the Local employed by the Company and having successfully completed the Company designated probationary period. Members holding the position of President, Vice President, Recording Secretary, or Financial Secretary-Treasurer must reside in the Dallas-Fort Worth area or commute to the Union office on normal business days. District Representatives must reside in the district they seek election from and reside in such district as long as they represent same. No member shall be able to run for multiple positions during the same election. No person may hold more than one office at a time. The first office may be held until a replacement officer is elected.

SECTION THREE: TERM OF OFFICE

- A) Terms of office will start on May 1 of the respective year of each election.
- B) The term of office for the President, Vice President, Recording Secretary, Financial Secretary-Treasurer, and District Representatives shall be for three (3) years.
- C) The President, Financial Secretary-Treasurer and the Station Representatives shall be elected for three (3) year terms beginning in 1997.

- D) The Vice President, Recording Secretary, and District Representatives shall be elected for three (3) year terms beginning in 1998.
- E) The term of office for Station Representatives shall be for three (3) years beginning in 1997. Assistants to the Station Representatives shall be appointed by the Station Representative and the exact number of Assistants decided by the individual station.

SECTION FOUR: DELEGATE SELECTION

Each officer described in these by-laws, and elected pursuant to the procedures herein, is deemed to be elected as an ex officio delegate to the International Convention held by the TWU International

ARTICLE FIVE

REMOVAL AND RECALL OF OFFICERS

- A) Officers may be removed as per the terms of Article XXII of the TWU International Constitution.
- B) Officers may be recalled as per the terms of Article XXI of the TWU International Constitution. Recall of a District Representative must be by the members of that representative's district only.
- C) A Station Representative shall be recalled if an affirmative two-thirds (2/3) majority of the active Members of the station petition the Secretary to recall a Station Representative. If the Officers vote unanimously to recall a Station Representative, the Representative shall be recalled.

ARTICLE SIX

BONDING

The Officers of the Local shall be bonded in amounts not less than those provided for and required by appropriate Federal statute.

ARTICLE SEVEN

DUTY OF OFFICERS

SECTION ONE: OFFICERS

- A) President
The president shall notify the Officers of all regular and special meetings of the Board. He/she shall be the authorized representative of the Local and shall select and supervise all committees and committee activities.

The President shall also serve as the Chief Executive Officer and Chair of the Board. The President shall insure that the district conduct business meetings as necessary. He/she shall, subject to the approval of the Board, appoint and remove, employ and

discharge agents and Employees of the Local other than duly elected Officers. He/she shall sign notes, checks, drafts, or bills of exchange; warrants or other orders for the payment of money duly drawn by the Treasurer; enforce the TWU Constitution and the Local's By-Laws; sign any agreement entered into between the Local and any other organization; carry out any other duties the Local may request; supervise the activities of the Local and shall render an Annual Report to the membership.

B) Vice President

The Vice President shall perform the duties of the President in the absence of the Officer, and in case of removal, resignation or death of the President, for the un-expired term. He/she shall also preside when called upon by the President and at times when the President may be temporarily unable to discharge his/her duties. In the event of a vacancy in the office of Vice President, an election shall be held to fill the vacancy. If the un-expired term is six (6) months or less, the office shall be filled by the Board. It shall also be the duty of the Vice President to inform the President of responsibilities under the TWU Constitution and the Local's By-Laws.

C) Financial Secretary-Treasurer

The Financial Secretary-Treasurer shall take charge of all books and shall keep record of all assessments and financial business of the Local and he/she shall compile and file all financial reports as required by law and the Membership. He/she shall sign all financial instruments of the Local as required by these By-Laws. He/she shall prepare and submit under his/her signature all Federal and State reports required under law. He/she shall present his/her books at the end of each fiscal year for audit by a certified auditor. He/she or his/her successor will present this audit upon completion to the Board and to the Membership.

D) Recording Secretary

The Recording Secretary shall take charge of all records of Membership and effects of the Local. He/she shall keep a record of all proceedings at all regular and special meetings of the Board. He/she shall keep a record of all Officers and special appointees. He/she shall assist the President in preparing an Annual Report to the members of the Local. He/she shall cause to be kept the Local's Membership records so as to show at all times the number of Members, their names, their respective places of residence, and their post office addresses.

In the event of a vacancy in the offices of Recording Secretary or Financial Secretary-Treasurer, an election shall be held. If the un-expired term is six (6) months or less, the office shall be filled by the Board.

SECTION TWO: DISTRICT REPRESENTATIVE

A) District Representatives

It shall be the duty of the District Representatives to call and preside at any meetings of the District, to preserve order during its deliberation, to appoint all committees not otherwise ordered by the district, to authorize expenditures of any budgeted funds and to administrate the Local's domicile duties.

B) Alternate District Representatives

The Alternate District Representatives shall perform the duties of the District Representative in the absence of that Officer and in case of removal, resignation, or death of that representative, until an election is held. He/she shall also preside when called upon by the District Representative and at times when the District Representative may be temporarily unable to discharge his/her duties. The Alternate District Representative shall assist the District Representative at all times in the discharge of all duties. The Alternate District Representative must reside in the District in which he/she shall serve as such.

The appointed Alternate District Representative, at the discretion of the Local Executive Board, may serve as a voting member of the Board in the event of an approved Leave of the District Representative.

SECTION THREE: STATION REPRESENTATIVES

A) Station Representatives

It shall be the duty of the Station Representative to call and preside at any station meetings, to preserve order during its deliberations and to appoint all committees not otherwise ordered by the district.

ARTICLE EIGHT

COMMITTEES

The President, District Representatives, and Station Representatives, with the consent of the Board, shall appoint special committees as he/she may deem necessary to administer the business of the Local. Appointments to committees shall be made with the approval of the Board. Any Member so appointed to any committee shall be subject to recall with or without cause by the Board. A simple majority vote by the Board shall constitute a recall.

ARTICLE NINE

AGREEMENT APPROVAL AND VALIDATION

A) Conferences or negotiations shall not be initiated, carried on, or concluded in the name of the Local by any Member of any group or Members thereof, to make or establish employment agreements relating to rates of pay, rules, or any other conditions of employment or any other agreements, contracts or documents of a similar or related character, or any other form of agreements, contracts or documents without the prior approval of the President and the Board and any and every character whatsoever shall not become effective, binding or operating unless and until they bear the signature of the President of the Local or other Local Officers or Officers duly authorized to sign by the Board.

- B) Ratification
Basic collective bargaining agreements will be submitted by the President and the Board to the Membership for ratification by a majority vote of the ballots cast prior to final acceptance.
- C) Any merger agreement or agreement of affiliation shall be ratified by majority vote of the ballots cast by the Membership.
- D) Collective bargaining agreements will only be ratified by the Local Members in the bargaining unit covered by the agreement. The provisions of this paragraph apply only to collective bargaining agreements and to not change Paragraph A, B or C of this Article.

ARTICLE TEN

VOTING: NOMINATIONS AND ELECTIONS / CONDUCT OF MEETINGS

SECTION ONE: VOTING

Voting shall be a simple majority vote of those Members casting ballots.

SECTION TWO: NOMINATIONS

- A) Nominations for the office of President, Vice President, Recording Secretary, Financial Secretary-Treasurer, and District Representatives will be open at least fifteen (15) days. A notice of such will be Board Mailed and faxed to the station involved two (2) days prior to the nomination opening date.
- B) Any eligible Member may be nominated by another active Member in good standing, with any accompanying second by a different Member in good standing. District Reps must be nominated by a Member from within their District. For the position of Ramp Representative the nomination can only be made by a Member from the Ramp classification. For the position of a Provisioning Representative the nomination can only be made by a Member from the Provisioning Department. For the position of Ops Representative the nomination can only be made by a Member from the Ops classification.
- C) Each nominee must verbally accept the nomination prior to the distribution of the ballot. If a nominee can NOT be reached to verbally accept or decline, a message will be left on the number on file at the Union office where applicable until nominations close. Each nominee has until the nominations close, or three (3) days from the date the message was left to respond (whichever is longer), otherwise the nomination becomes invalid.
- D) If only one person is nominated for office, that person shall be deemed elected by acclamation and no further vote is required.

SECTION THREE: ELECTION

- A) Election of Officers, ratification of labor agreements and ratification of side agreements to existing labor agreements other than those side agreements excluded by Article Two (2), Section Five (5), Paragraph E, shall be conducted by a secret ballot, either through the Local's ballot box, mail or electronic balloting. Control numbers may be used on ballots as long as steps are taken to insure the secrecy of the ballot.
- B) No less than fifteen (15) days prior to the closing of an election of officers, notice of such election shall be mailed to each Member at his or her last known home address. Each active Member in good standing may vote for the candidate/s for each office. Provided that there is in place a voting system or procedure sufficient to guarantee the secrecy of the ballot being cast, a member may vote by either by phone or via the internet prior to the closing date and time.
- C) The candidates receiving a plurality of the secret ballot votes cast for each office shall be deemed elected to the office. A Member of the Election Committee will notify the winner via phone. If the winner can not be reached a message will be left on their home or mobile phone. After this is done the results will be released to the Membership via fax and posted on our website.
- D) In the event of a tie for the most votes cast in an election, all candidates involved in the tie, but one, will be eliminated by the drawing of lots.
- E) Each candidate will be notified of the date and time when the results are retrieved, and will be allowed one (1) representative at their own expense to monitor the outcome.
- F) Any Member in good standing who believes that he/she has been improperly denied the opportunity to be a candidate for elective office or position or that an election in which he/she was a candidate was improperly conducted, may file a complaint with the Local Executive Board no later than fifteen (15) calendar days after the results of the election have been made known.

SECTION FOUR: CONDUCT OF MEETINGS

- A) Order of Business:
 - 1) Minutes of Previous Meeting
 - 2) Financial Report
 - 3) Committee Reports
 - 4) Prior Business
 - 5) Unfinished Business
 - 6) New Business
 - 7) Adjournment
- B) Conduct of Business:
 - 1) Members desiring to bring up items of business should notify their District Representative of such items in writing at least three (3) days before scheduled meeting date, so an agenda item may be prepared.
 - 2) Items to be voted on must be seconded prior to being voted on.
 - 3) Each item must be either resolved or tabled before a new item is introduced.
 - 4) It shall be the duty of the Chair to allow each Member present to discuss any item, but not to monopolize the discussion.
 - 5) A Member shall not discuss anything unless recognized by the Chair
 - 6) Members out of order shall be so informed by the Chair.
 - 7) Items of Business submitted in writing to the Chair must be presented for discussion at the meeting.