

February 20, 2017

To: hjud.exhibits@oregonlegislature.gov

Chair, Members of the House Judiciary Committee:

Re: Opposition to HB 2609

My name is Joe DiNicola. I've been an Oregon Department of Revenue employee for nearly 30 years, and currently serve as a senior corporation tax auditor with the department. However, I am not representing the position of the department on this bill. I submit this information to you today as a private citizen in support of my opposition to HB 2609.

As a state employee, I am represented by SEIU Local 503, OPEU, an Oregon nonprofit corporation. For 30 years I've been actively involved in my union as a member and a corporate officer. I served for 10 years as president of my Revenue sub-local, 12 years as a member of SEIU 503's board of directors, two terms for a total of 4 years as statewide president of Local 503. I am currently a member of the union's General Council, the supreme governing body of our nonprofit corporation and have been a member of that body for nearly 20 years. I am not writing today on behalf of the corporation, but instead provide this information as an informed and concerned citizen who is also a member of a corporation that is subject to Oregon laws.

Despite my long history of involvement in the governance of my union, I was not aware until 2009 that SEIU Local 503, OPEU, in addition being a labor union, is an Oregon nonprofit corporation subject to the provisions of ORS Chapter 65. At that time, I became concerned that the union was not in compliance with Oregon law, and that certain protections afforded to members under ORS Chapter 65 were being routinely ignored by union leaders. I immediately brought this information to the attention of union officers, directors and the union's Supervising Attorney. The union leadership responded by stonewalling, and eventually took the position that although the union is in fact registered as a nonprofit corporation with the Oregon Secretary of State, it was not subject to the current laws, that is Chapter 65, that govern all other nonprofits in this state.

With no other recourse, I initiated a lawsuit in 2012 in Marion County Circuit Court to hold the corporation accountable and protect the rights of union members under the Oregon Nonprofit Corporation Act, ORS Chapter 65. Among those rights are a) the union's corporate obligation to hold an annual member meeting; b) the right of members to inspect and obtain copies of corporate union records, including financial records, and c) the right of members to inspect and obtain contact information of all members of the nonprofit and to use that contact information to communicate about union governance issues and other matters relevant to member interests. The court ultimately ruled in my favor that the union is subject to the provisions of ORS Chapter 65. The Oregon Court of Appeals recently issued a decision modifying the lower court's order in certain respects; however, the appellate court affirmed and upheld the circuit court ruling that SEIU Local 503, OPEU is subject to and must comply with ORS Chapter 65 provisions. As of today, that litigation is continuing as the parties await additional rulings of the court. In support of my opposition here, please see the attached exhibits incorporated herein in their entirety that include court records filed in that active case, DiNicola v. SEIU Local 503, OPEU.

Attached as Exhibits 1 and 2 are the July 12, 2012 and April 30, 2013 declarations with my sworn testimony in DiNicola v. SEIU Local 503, OPEU, Marion County Circuit Court Case No. 12C18681.

In the April 16, 2014 opinion letter that reviewed the union/nonprofit corporation's objection to an attorney fee award in my favor, Judge Graves soundly rejected the SEIU Local 503's arguments, awarded me attorney fees, and found that SEIU Local 503 has been trying to chill members' speech. As the Court stated:

"I specifically find that Plaintiff, a member of SEIU, in spite of positions taken by Defendant, was able to bring several issues raised in this case before Defendant's General Council, which resulted in a vote to reject unification with another union. I further find that Defendant's correspondence to Plaintiff and other SEIU members was sent to chill members' use of the membership list, which was made available to Plaintiff and other union members through this court's Order." (Exhibit 3, page 2)

Given this history, I am opposed to HB 2609 because the proposed amendments to ORS Chapter 65 eliminate or substantially diminish certain protections afforded to members of nonprofits under existing Chapter 65, which is Oregon's substantial adoption in 1989 of the ABA model nonprofit corporation act.. Based on my personal experience and understanding of the issues in my active litigation, HB 2609 would eliminate certain member protections including, but not limited to, the following:

- 1) Eliminates the statutory requirement for an annual meeting of members (see Section 17, HB 2609). The annual meeting provides an opportunity for members to come together and discuss and decide issues of mutual concern. In my own nonprofit, SEIU Local 503, OPEU, it is the only such opportunity afforded to members on a statewide basis. In place of the annual meeting, HB 2609 offers the nonprofit the alternative of issuing, what is in effect, a press release describing the activities of the nonprofit. This so-called "posting" of an annual report does not include any opportunity for member input. Elimination of the annual meeting will reduce transparency in governance of the nonprofit, and will restrict the rights of members to express or act upon any dissenting views they hold.
- 2) Eliminates the requirement to maintain actual member contact information (see, e.g., Section 5, HB 2609). While HB 2609 retains the requirement to maintain member addresses, the bill makes the statute's default position that the nonprofit can authorize substituting the "nonprofit business address" as the "contact information" it must maintain for members. This provision will substantially impact operations and governance of the nonprofit by restricting the ability of members to communicate directly with each other about issues affecting their interests. The only information available will be the views of the current nonprofit employees and leaders. There will be no opportunity to present alternative or dissenting views that have not been subjected to a filter controlled by corporate employees, officers, directors and agents.
- 3) Sections 47 and 51, HB 2609, revises merger and dissolution voting requirements, and when taken together with Section 13 (see item 4 below), eliminate the requirement to obtain a two-thirds vote of the members to dissolve the nonprofit corporation or to merge

the nonprofit with another entity. Section 13 also provides a means to eliminate altogether the statutory right of members to vote at all. If HB 2609 is enacted, mergers and dissolutions can be accomplished merely by a *majority vote of the Board of Directors, without any vote of members*. This is a substantial reduction in member rights and protections, similar to other and numerous provisions in the bill. It is important to keep in mind that under current law, in the case of a mutual benefit with members nonprofit, the members have an ownership interest in all corporate assets. A merger may have the effect of diminishing the voting power of current members of the nonprofit corporation, as well as diminishing the value of each member's ownership interest. A dissolution has the effect of eliminating the corporation as an entity and distributing any remaining assets to members. While a merger or dissolution may be seen as beneficial to the interest of employees, agents and/or officers of the nonprofit, such actions may be contrary to the actual interests of members. Retaining the requirement to obtain consent of a significant number of members for dissolution as well as for any merger is an absolute necessity, as established under current law, and this requirement should not be weakened or eliminated.

- 4) Section 13 of HB 2609 eliminates the current explicit Chapter 65 statutory right of members to vote on corporate actions such as mergers or dissolutions. If HB 2609 is enacted, such member rights and protections are retained only where the nonprofit bylaws do not state otherwise. Therefore, Section 13 allows a nonprofit board to vote to eliminate such member rights merely by revising the nonprofit's bylaws. Further, Section 13 eliminates general terms establishing membership rights including, but not limited to, the right to attend annual meetings, to request a court's rapid intervention to order an annual meeting be held, to request a court to rapidly order inspection and copying of membership lists in advance of annual meetings and on other occasions, and members' rights to bring derivative actions. Instead this bill creates an explicit list in ORS 65.144 that can be construed to *limit* member rights. Section 13 also may have a potentially unintended consequence that eliminates or makes ambiguous any additional rights that may be asserted under this or other statutes, common law or precedent. These existing regulations require that corporations must provide member rights with access to records and information in order to effectively control the business affairs of their corporation.

The specific concerns enumerated above are not the only concerns I have with respect to wholesale HB 2609 revisions to ORS Chapter 65. In the main, I believe the entirety of the substantive revisions are misguided, unnecessary and will only serve to make Oregon an outlier with respect to regulation of nonprofit corporations by disconnecting the statute from the ABA Model Act that Oregon adopted in 1989, that has only been minimally amended since then. The 1989 legislation had the purpose of creating a holistic and not a piecemeal statutory approach for nonprofit corporations with the intent that nonprofit corporations should be regulated, as appropriate, similarly to our for-profit corporation statutory scheme.

The amendments in HB 2609 do not add in any way to statutory clarity. HB 2609 is in no way a truly needed clarification of Chapter 65 because there is no record of demonstrated problems with our courts ability to enforce Chapter 65. HB 2609 instead only serves to substantially diminish or eliminate existing rights of members of nonprofit corporations.

I urge you to vote NO on moving HB 2609 out of this committee and plan to do everything I can to stop this bill from being passed. Please contact me with any questions.

Thank you for your consideration of my written testimony.

/s/

Joe DiNicola
PO Box 1002
Salem, OR 97308
presidentjoe.0408@gmail.com

Marion County Circuit Court Case No. 12C18681 Documents:

- Exhibit 1: July 12, 2012 Declaration of Joseph DiNicola
- Exhibit 2: April 30, 2013 Declaration of Joseph DiNicola
- Exhibit 3: April 16, 2014 Opinion Letter of Judge Dennis J. Graves

Verified Correct Copy of Original 4/28/2015.

1 2. Attached as Exhibit 1 are records printed from the Oregon Secretary of State
2 Business Registry reflecting that SEIU 503 is a domestic mutual benefit with members
3 nonprofit corporation. It is my understanding the documents attached as Exhibit 1 are
4 public records.

5 3. Attached as Exhibit 2, and obtained pursuant to ORS 65.027, is a "Certificate of
6 Existence" signed July 2, 2012 by Secretary of State Kate Brown stating that SEIU 503 is
7 organized under the "Oregon Nonprofit Corporation Act."

8 4. Attached as Exhibit 3 are copies of the Articles of Incorporation and subsequent
9 amendments thereto for the non-profit corporation currently known as SEIU 503. It is my
10 understanding these documents attached as Exhibit 3 are public records.

11 5. It is my understanding the current bylaws for SEIU 503 are available at the
12 following internet address:

13 http://www.seiu503.org/files/2011/08/2010_Bylaws_Final_.pdf

14 6. A body known as the General Council is the highest governing body of SEIU 503.
15 The "www.seiu503.org" website reports that there will be more than 380. delegate
16 members in attendance at the 2012 General Council. Most if not all of the delegates to the
17 2012 General Council are members of SEIU 503.

18 7. Attached as Exhibit 4 are excerpts of documents I received from SEIU 503 in
19 June 2012 describing the General Council and the purpose of its August 2, 2012 meeting.

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25 Page 2 - DECLARATION OF JOE DINICOLA IN SUPPORT OF PLAINTIFF'S
26 APPLICATION FOR ORDER TO ALLOW INSPECTION AND COPYING OF
CORPORATE RECORDS PURSUANT TO ORS 65.781

DiNicola v. Service Employees International Union 503, Oregon Public Employees Union

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1 8. The elected General Council delegate members meet biennially. The next meeting
2 of the General Council is scheduled for August 2, 2012. The corporate business of
3 General Council 2012 member delegates will continue until the convening of a newly
4 elected General Council in around 2014.

5 9. Attached as Exhibit 5 is correspondence and a late addition of an Oregon
6 Department of Transportation, Local 730 resolution that will be presented to delegates by
7 mail in or around mid-July 2012 for consideration and action at General Council as
8 discussed in ¶9 below.

9 9. Attached as Exhibit 6 are copies of resolutions that will be before the General
10 Council at its meeting on August 2, 2012. These resolutions and the subjects they contain
11 impact my interests as a member of SEIU 503 and require me to make decisions as a
12 General Council delegate.

13 10. In furtherance of my interests as a member and my responsibilities as a delegate to
14 the General Council, I seek to communicate with other 2012 General Council delegates
15 prior to the August 2, 2012 meeting, as well as after, regarding the resolutions (and the
16 subject matter thereof), that are scheduled to be considered at the August 2, 2012
17 meeting.

18 11. Attached as Exhibit 7 is a true and correct copy of my written request to inspect a
19 partial list of SEIU 503 members consisting of those members who are currently serving
20 as General Council delegate members for the purpose of communicating with such
21 members in regard to the resolutions that are scheduled to be addressed during General
22 Council beginning August 2, 2012.

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25 Page 3 - DECLARATION OF JOE DINICOLA IN SUPPORT OF PLAINTIFF'S
26 APPLICATION FOR ORDER TO ALLOW INSPECTION AND COPYING OF
CORPORATE RECORDS PURSUANT TO ORS 65.781

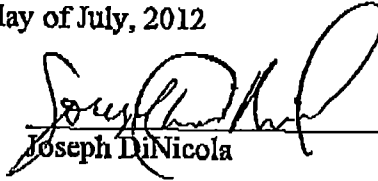
DiNicola v. Service Employees International Union 503, Oregon Public Employees Union

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1 12. Attached as Exhibit 8 is a true and correct copy of SEIU 503's written denial of
2 my request to inspect a partial list of SEIU 503 members consisting of those members
3 currently serving as General Council delegates.

4 I hereby declare that the above statement is true to the best of my knowledge and
5 belief, and that I understand it is made for use as evidence in court and is subject to
6 penalty for perjury.

7 DATED this 12 day of July, 2012

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9 _____
10 Joseph DiNicola

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25 Page 4 - DECLARATION OF JOE DINICOLA IN SUPPORT OF PLAINTIFF'S
26 APPLICATION FOR ORDER TO ALLOW INSPECTION AND COPYING OF
CORPORATE RECORDS PURSUANT TO ORS 65.781

DiNicola v. Service Employees International Union 503, Oregon Public Employees Union

OREGON SECRETARY OF STATE
► Corporation Division

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Business Name Search

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Business Entity Data

07-12-2012

11:15

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Registry Nbr	Entity Type	Entity Status	Jurisdiction	Registry Date	Next Renewal Date	Renewal Due?
042952-18	DNP	ACT	OREGON	01-04-1945	01-04-2013	
Entity Name	SERVICE EMPLOYEES INTERNATIONAL UNION LOCAL 503, OREGON PUBLIC EMPLOYEES UNION					
Foreign Name						
Non Profit Type	MUTUAL BENEFIT WITH MEMBERS					

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Associated Names

Type	PPB	PRINCIPAL PLACE OF BUSINESS			
Addr 1	1730 COMMERCIAL ST SE				
Addr 2					
CSZ	SALEM	OR	97302	Country	UNITED STATES OF AMERICA

Please click [here](#) for general information about registered agents and service of process.

Type	AGT	REGISTERED AGENT	Start Date	12-07-2010	Resign Date	
Name	HEATHER CONROY					
Addr 1	1730 COMMERCIAL ST SE					
Addr 2						
CSZ	SALEM	OR	97302	Country	UNITED STATES OF AMERICA	

Type	MAL	MAILING ADDRESS				
Addr 1	PO BOX 12159					
Addr 2						
CSZ	SALEM	OR	97309	Country	UNITED STATES OF AMERICA	

Type	PRE	PRESIDENT	Resign Date	
Name	LINDA BURGIN			

Addr 1	PO BOX 12159				
Addr 2					
CSZ	SALEM	OR	97309	Country	UNITED STATES OF AMERICA
Type	SEC	SECRETARY		Resign Date	
Name	BARBARA		CASEY		
Addr 1	PO BOX 12159				
Addr 2					
CSZ	SALEM	OR	97309	Country	UNITED STATES OF AMERICA

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Business Entity Name	Name Type	Name Status	Start Date	End Date
SERVICE EMPLOYEES INTERNATIONAL UNION LOCAL 503, OREGON PUBLIC EMPLOYEES UNION	EN	CUR	02-26-2001	
OREGON PUBLIC EMPLOYEES UNION	EN	PRE	02-27-1981	02-26-2001
OREGON STATE EMPLOYEES ASSOCIATION	EN	PRE	01-04-1945	02-27-1981

Please read before ordering Copies.

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Image Available	Action	Transaction Date	Effective Date	Status	Name/Agent Change	Dissolved By
	AMENDED ANNUAL REPORT	01-03-2012		FI		
	AMENDED ANNUAL REPORT	12-07-2010		FI	Agent	
	ARTICLES OF AMENDMENT	08-31-2010		FI		
	AMENDED ANNUAL REPORT	12-23-2009		FI		
	AMENDED ANNUAL REPORT	12-04-2008		FI		
	ANNUAL REPORT	12-13-2007		FI		
	AMENDED ANNUAL REPORT	12-01-2006		FI	Agent	
	ANNUAL REPORT PAYMENT	12-09-2005		SYS		
	ANNUAL REPORT PAYMENT	12-13-2004		SYS		
	ANNUAL REPORT	12-02-2003		FI		

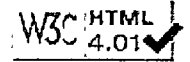
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	ANNUAL REPORT PAYMENT	12-12-2002		SYS		
	ANNUAL REPORT PAYMENT	12-06-2001		SYS		
	ARTICLES OF AMENDMENT	02-26-2001		FI	Name	
	AMENDED RENEWAL	01-09-2001		FI		
	STRAIGHT RENEWAL	12-08-1999		FI		
	AMENDED RENEWAL	12-28-1998		FI		
	STRAIGHT RENEWAL	11-28-1997		FI		
	STRAIGHT RENEWAL	01-09-1997		FI		
	CHANGED RENEWAL	01-09-1997		FI		
	STRAIGHT RENEWAL	12-13-1995		FI		
	STRAIGHT RENEWAL	11-30-1994		FI		
	STRAIGHT RENEWAL	11-24-1993		FI		
	AMENDED RENEWAL	03-03-1993		FI		
	NOTICE	01-12-1993		SYS		
	AMENDED RENEWAL	12-03-1991		FI		
	AMENDED RENEWAL	12-18-1990		FI		
	AMENDED RENEWAL	01-16-1990		FI		
	AMENDED RENEWAL	12-01-1988		FI		
	AMENDED RENEWAL	12-18-1987		FI		
	STRAIGHT RENEWAL	12-24-1986		FI		
	AMENDED RENEWAL	12-24-1985		FI		
	STRAIGHT RENEWAL	12-03-1984		FI		
	IMAGE AGENT CHANGE	03-03-1981		FI		
	ENTITY NAME CHANGE	02-27-1981		FI		
	IMAGE AGENT CHANGE	02-06-1977		FI		
	IMAGE AGENT CHANGE	02-27-1975		FI		
	IMAGE AGENT CHANGE	02-08-1973		FI		
	IMAGE AGENT CHANGE	01-15-1964		FI		
	IMAGE AGENT CHANGE	01-25-1960		FI		
	IMAGE AGENT CHANGE	01-15-1945		FI		
	IMAGE NEW	01-04-1945		FI		

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CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, KATE BROWN, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

**SERVICE EMPLOYEES INTERNATIONAL UNION LOCAL 503, OREGON PUBLIC
EMPLOYEES UNION**

was

incorporated

under the Oregon

Nonprofit Corporation Act

on

January 4, 1945

and is active on the records of the Corporation Division as of
the date of this certificate.



In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

KATE BROWN, Secretary of State

July 12, 2012

Come visit us on the internet at <http://www.filinginoregon.com>
FAX (503) 378-4381

EXHIBIT 2
Page 1 of 1 1201

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, KATE BROWN, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached Document File for:

SERVICE EMPLOYEES INTERNATIONAL UNION LOCAL 503, OREGON PUBLIC EMPLOYEES UNION

is a true copy of the original documents that have been filed with this office.



In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Oregon.

KATE BROWN, Secretary of State

June 22, 2012

Come visit us on the internet at <http://www.filinginoregon.com>
FAX (503) 378-4381

EXHIBIT 3
Page 1 of 15
1105

File No. 42952 -18



Certificate of Filing Articles of Incorporation

To All to Whom These Presents May Come, Greeting:

Know Ye, That whereas I. A. DeFRANCE, HENRY V. CAMPBELL, and E. H. CLYDE

having presented Articles for a Nonprofit Corporation, organized and formed under and pursuant to the Laws of the State of Oregon and having paid the required organization fee;

Edw. Hudson

Now, Therefore, I, [Signature] Corporation Commissioner of the State of Oregon, DO HEREBY CERTIFY that said Articles of Incorporation have been filed in the office of the Corporation Commissioner; that the name assumed by said corporation is

OREGON STATE EMPLOYEES ASSOCIATION

the duration perpetual *; the object, business, or purpose in which this corporation proposes to engage is as follows:*

To unite the employees of the State of Oregon in an independent organization dedicated to the mutual welfare of the State and its employees.

SERVICE EMPLOYEES INTERNATIONAL



4295218-12762159

ZIMGNEY

EXHIBIT 3
Page 2 of 15

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

the estimated value of its property and money

Two Thousand and No/100

(\$ 2,000.00) Dollars;

the location of its principal office at

Salon

, in the

County of

Marion

, State of Oregon; the date of filing its Articles of Incorporation,

the 6th

day of

January

, A. D. 1945 ; and the amount of the

organization fee paid Five and 00-100 (\$5.00) Dollars.

In Testimony Whereof, *I have hereunto set my hand*

and affixed hereto the seal of the Corporation

Department of the State of Oregon at Salem,

Oregon, on this 6th day of January ,

1945

SEAL

Corporate Counselor

STATE PRINTING DEPT.

0000 0000 0053 0001

EXHIBIT 3
Page 3 of 15

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

ARTICLE III

The estimated value of the property and money possessed by this corporation at the time of executing these articles of incorporation is Two thousand dollars.

(\$2000.00),

and its revenue shall be derived from dues from the members.

ARTICLE IV

(1) The names and official titles, if any, and the postoffice addresses of the persons executing these articles are:

I. L. DeFrance, President 1534 Court Street, Salem, Oregon

Homer V. Carpenter, Secretary-Treasurer 1496 Court Street, Salem, Oregon

E. H. Clymer, Director of Public Relations Rt. 2, Box 200, Salem, Oregon

(2) The foregoing persons are to be the governing body which is to exercise the powers of the corporation. (If this is not the case, state in the following space the true nature of the board of trustees or directors, officers or other governing body which will exercise the powers of the corporation.)

The governing body of the Oregon State Employees Association shall be known as the General Council which shall consist of delegates elected by the several chapters at elections held annually for that purpose, a delegate-at-large from each district and members of the Board of Directors.

The administration of the affairs of the Oregon State Employees Association shall be vested in the Board of Directors, which shall consist of the officers and five district directors. The officers shall be President, Junior Past President, Vice-President, Secretary-Treasurer, and three special directors, namely: Director of Civil Service; Director of Law and Legislation; and Director of Public Relations. One director shall be elected by the chapters within each of the five districts of the State.

(3) The successors to the incorporators, or the board of trustees, or directors, officers or such other governing body will be elected annually by the General Council on the occasion of the annual meeting in November, at the call of the Directors

ARTICLE V

The location and principal office of this corporation shall be at

Salem

in Marion County, Oregon. 0000 0000-0053 0003

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

ARTICLES OF INCORPORATION

OF

Oregon State Employees Association

We, I. A. DeFrances, President

Romer V. Carpenter, Secretary-Treasurer

H. H. Glynn, Director of Public Relations

whose names are herewith subscribed, desiring to form a corporation under and by virtue of Chapter 462, Oregon Laws, 1941, providing for the creation of nonprofit corporations, do hereby associate ourselves together and make and execute in triplicate the following articles of incorporation, to wit:

ARTICLE I

The name assumed by this corporation and by which it shall be known is _____

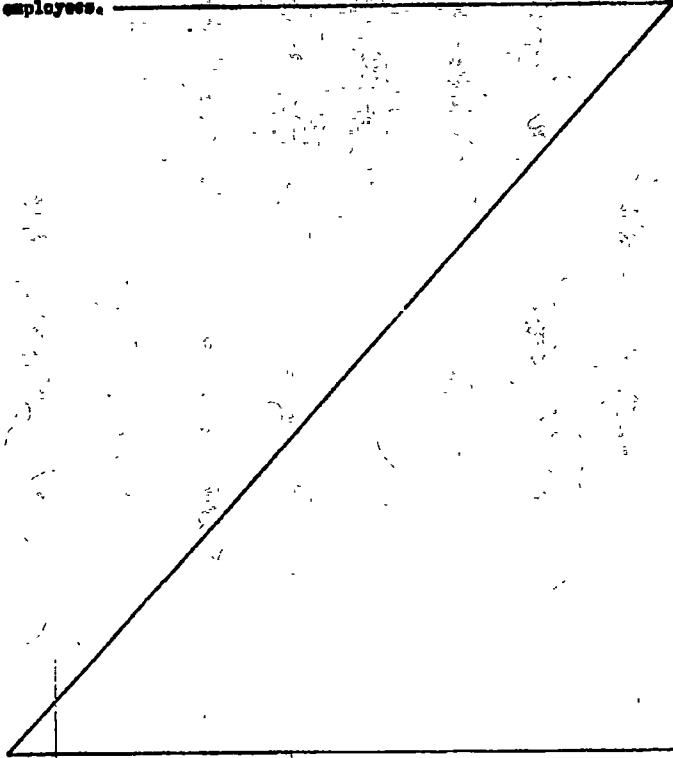
Oregon State Employees Association

and its duration shall be perpetual.

ARTICLE II

The object, business or pursuit in which this corporation proposes to engage is as follows:

To unite the employees of the State of Oregon in an independent organization dedicated to the mutual welfare of the State and its employees.



0000 0000 0053 0002

EXHIBIT 3
Page 5 of 15

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

File No. 42952

Articles of Incorporation

OF

OREGON STATE EMPLOYEES

ASSOCIATION.

Filed in the office of the CORPORATION
COMMISSIONER of the STATE of OREGON

at Portland this 4th
day of January, 19 42.

Alvin Johnson

CORPORATION COMMISSIONER

STATE PRINTING DEPT.

0000 0000 0053 0005

EXHIBIT 3
Page 6 of 15

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

IN WITNESS WHEREOF, We have hereunto set our hands and seals this fourth
day of January, A. D. 1945.

I. A. DeFrance (SEAL)
Homer V. Carpenter (SEAL)

E. H. Clymer (SEAL)

_____ (SEAL)

STATE OF OREGON,
County of Marion } ss

THIS CERTIFIES, That on this 4th day of January, A. D. 1945,
before me, the undersigned, a _____ Notary Public
in and for said county and state, personally appeared I. A. DeFrance, Homer V. Carpenter,
and E. H. Clymer

known to me to be the identical persons named in and who executed the foregoing articles of incor-
poration, and acknowledged to me that they executed the same freely and voluntarily for the uses
and purposes therein mentioned.

IN TESTIMONY WHEREOF, I have hereunto set my hand and
seal, the day and year last above written.

(NOTARIAL SEAL) Ralph B. Sipprell
Ralph B. Sipprell Notary Public for Oregon
My commission expires March 16, 1945.

Three or more individuals, as partnerships or corporations may incorporate.
Articles shall be executed in triplicate, two copies to be filed with the Corporation Commissioner, one with the county clerk of
the county where the corporation is located, and one retained by the corporation.
Filing fee, \$2.00.

0000 0000 0053 0004

EXHIBIT 3
Page 7 of 15

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

POWER OF ATTORNEY

It is accepted, acknowledged, and filed in the office of the Corporation Commissioner by a domestic nonprofit corporation. Required by the provisions of Section 17-322, O. S. L. A.

KNOW ALL MEN BY THESE PRESENTS:

That Oregon State Employees Association (Name of Corporation) is a corporation duly organized under and by virtue of the laws of Oregon, having its principal place of business in Oregon.

That said Oregon State Employees Association has made, constituted and appointed, and does hereby make, constitute and appoint J. A. DeFrance (Name of Attorney-in-Fact) a citizen of the United States, and a citizen and resident of the state of Oregon, residing at Salem, Oregon, and whose place of business and postoffice address is No. 1254 Court Street, its true and lawful Attorney-in-Fact and authorized Agent for it and in its name, place and stead to make and accept service of all writs, processes and summonses in any action, suit or proceedings in any of the courts of the state of Oregon, or the United States courts therein, and upon whom all such lawful writs, processes and summonses may be served requisite and necessary to give competent and complete jurisdiction of the said Oregon State Employees Association (Name of Corporation) to any of the said courts.

This Power of Attorney is irrevocable except by the substitution of another qualified person for the one hereby appointed.

IN WITNESS WHEREOF, said corporation, in pursuance of a resolution duly adopted by its Board of Directors (Directors or Trustees) has caused this instrument to be executed in its name by its Secretary Homer V. Carpenter (Name of Officer or Trustee) and its Corporate Seal (if it have a seal) to be hereto affixed the 15th day of January, 19 45.

[CORPORATE SEAL]

Oregon State Employees Association (Name of Corporation) By: HOMER V. CARPENTER (Its President, Secretary, or other Authorized Officer)

NOTE: If the corporation has no seal, please indicate this fact.

(OVER)

SERVICE EMPLOYEES INTERNATIONAL



1/5

EXHIBIT 3 Page 8 of 15

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

STATE OF OREGON,
County of WARREN ss.

THIS CERTIFIES, that on this 17th day of JANUARY, 1945, before
me, a notary public, personally appeared HOWARD Y. ORFENTER
(Name of Individual)
be the SECRETARY of OREGON STATE EMPLOYEES ASSOCIATION
(Title of Office), a corporation,
and that he as such officer, being authorized so to do, executed the foregoing instrument for the purposes
therein contained, by signing the name of the corporation by himself as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, the day and year last
above written.

Ernest W. Peterson
Notary Public for Oregon

[NOTARIAL SEAL]

Notary Public in and for the State of Oregon.
My commission expires April 19, 1947.

42952

POWER OF ATTORNEY
OREGON STATE EMPLOYEES
ASSOCIATION
TO
I. A. DeFRANCE
STATE PRINTING DIV.

FILED
JAN 17 1945
CLERK OF SUPERIOR COURT
JURICE HUTSON

0000 0000 0053 0007

EXHIBIT 3
Page 9 of 15

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

No. 61.3

File No. 212-4285

Commission, Salem, Oregon. There is no fee. Any corporation failing to file this document is subject to involuntary dissolution.

Mail to Corporation Commission

Designation of Initial Registered Office and Registered Agent

Oregon State Employees Association
(Exact name of corporation), a corporation organized and existing under the laws of the State of Oregon
 hereby certifies that, pursuant to a duly adopted resolution of its board of directors, the address of the registered office of the corporation in the State of Oregon shall be 1115 State Street, Salem, Oregon
(Number, street and city); and that the registered agent of the corporation shall be James B. Romola; and that the address of its registered office and the address of the business office of its registered agent are identical.

IN WITNESS WHEREOF, the undersigned corporation has caused this certificate to be executed in its name by its President or Secretary, this 29th day of JANUARY, 1960.

Oregon State Employees Association
(Name of corporation)
 By Irwin Schaefer
(President or Secretary)

STATE OF Oregon
 County of Marion

I, Helen McClure, a Notary Public, do hereby certify that on the 20th day of JANUARY, A. D. 1960, personally appeared before me Irwin Schaefer who declares he is Secretary of the corporation executing the foregoing document, and being first duly sworn acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Helen McClure
 Notary Public for _____

FILED
 IN THE OFFICE OF THE COMMISSIONER OF LABOR RELATIONS
 DEPARTMENT OF THE STATE - OREGON
 JAN 25 1960
 FRANK J. HEALY
 LABORATION COMMISSIONER

commission expires: _____

0000 0000 0053 0008

SERVICE EMPLOYEES INTERNATIONAL



EXHIBIT 3
Page 10 of 15

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

814-200
NP-4 7-79

Articles of Amendment - Nonprofit

Submit in duplicate
Filing Fee: \$5.00

FILE NO. 42952

FILED
IN THE OFFICE OF THE CORPORATION
COMMISSIONER OF THE STATE OF OREGON
FEB 27 1981
FRANK J. HEALY
CORPORATION COMMISSIONER

Articles of Amendment
of

OREGON STATE EMPLOYEES ASSOCIATION

Pursuant to ORS 61.370 these Articles of Amendment were adopted by the undersigned corporation:

1. The present (not new) corporate name is OREGON STATE EMPLOYEES ASSOCIATION

2. The following amendment of the Articles of Incorporation was adopted in the manner prescribed by the Oregon Nonprofit Corporation Act:

(Set forth article(s) in full as will be amended to read.)

ARTICLE I

The name of the corporation shall be:

OREGON PUBLIC EMPLOYEES UNION

and its duration shall be perpetual.

0000 0000 0053 0018

SERVICE EMPLOYEES INTERNATIONAL



EXHIBIT 3
Page 11 of 15

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

67. 1.16 **

3. (Check below the statement which is appropriate:)

- The amendment was adopted at a meeting of the Board of Directors on _____, 19____, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.
- The amendment was adopted at a meeting of the members on Friday, November 7, 19 80, at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.
- The amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

We, the undersigned, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.

OREGON STATE EMPLOYEES ASSOCIATION

Present (not new) Corporate Name

By Alb. Balton and D. June Blakley
 Its current President Its current Secretary

Dated February 26, 19 81

0000 0000 0053 0019

EXHIBIT 3
Page 12 of 15

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED



Phone: (503) 986-2200
 Fax: (503) 378-4381

Secretary of State
 Corporation Division
 255 Capitol St. NE, Suite 151
 Salem, OR 97310-1327

Articles of Amendment—Business/Professional/Nonprofit

Check the appropriate box below:

- BUSINESS/PROFESSIONAL CORPORATION
 (Complete only 1, 2, 3, 4, 6, 7)
- NONPROFIT CORPORATION
 (Complete only 1, 2, 3, 5, 6, 7)

For office use only

Registry Number: 04 295218

Attach Additional Sheet if Necessary
 Please Type or Print Legibly in Black Ink

FILED
FEB 26 2001
OREGON
SECRETARY OF STATE

- 1) NAME OF CORPORATION PRIOR TO AMENDMENT Oregon Public Employees Union
- 2) STATE THE ARTICLE NUMBER(S) AND SET FORTH THE ARTICLE(S) AS IT IS AMENDED TO READ. (Attach a separate sheet if necessary.)
7 Article 1 NAME The name of this organization shall be the Service Employees International Union Local 503, Oregon Public Employees Union, hereinafter referred to as the "Union"
- 3) THE AMENDMENT WAS ADOPTED ON: August 26, 2000
 (If more than one amendment was adopted, identify the date of adoption of each amendment.)

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

Shareholder action was required to adopt the amendment(s). The vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.

The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

NONPROFIT CORPORATION ONLY

5) CHECK THE APPROPRIATE STATEMENT

Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval was required. The membership vote was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
one	186	186	voice vote passed by majority	

6) EXECUTION

Printed Name

Allice L. Dale

Signature

Allice L. Dale

Title

Executive Director

7) CONTACT NAME

Martha A. Courtright

DAYTIME PHONE NUMBER - INCLUDING AREA CODE

503-581-1505 Ext. 174

02 27 11 024 05 \$ 10.00

FEES

Make check for \$10 payable to "Corporation Division"

NOTE: Filing fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for you!

CR113 (Rev. 12/99)

SERVICE EMPLOYEES INTERNATIONAL



4295218-5048078

AMDARTXHIBIT 3

Page 13 of 15

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED



Phone: (503) 986-2200
Fax: (503) 378-4381

Articles of Amendment—Business/Professional/Nonprofit

Secretary of State
Corporation Division
255, Capitol St. NE, Suite 151
Salem, OR 97310-1327
FilingInOregon.com

Check the appropriate box below:
 BUSINESS/PROFESSIONAL CORPORATION
(Complete only 1, 2, 3, 4, 6, 7)
 NONPROFIT CORPORATION
(Complete only 1, 2, 3, 5, 6, 7)

08/31/2010 3:45PM 000001#3714 0001
FILED REG \$55.00

AUG 31 2010

OREGON
SECRETARY OF STATE

REGISTRY NUMBER: 042952-18

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) ENTITY NAME: SERVICE EMPLOYEES INTERNATIONAL UNION LOCAL 503, OREGON PUBLIC EMPLOYEES UNION

2) STATE THE ARTICLE NUMBER(S) AND SET FORTH THE ARTICLE(S) AS IT IS AMENDED TO READ. (Attach a separate sheet if necessary.)

SEE ATTACHMENT. THIS AMENDMENT IS FILED PURSUANT TO THE PROVISIONS OF OREGON LAWS, 1941, CHAPTER 462. OUR UTILIZATION OF THIS FORM IS NOT INTENDED TO WAIVE OUR RIGHTS AS A CORPORATION UNDER THAT CHAPTER.

3) THE AMENDMENT WAS ADOPTED ON: August 6, 2010

(If more than one amendment was adopted, identify the date of adoption of each amendment.)

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

Shareholder action was required to adopt the amendment(s). The vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.

The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

NONPROFIT CORPORATION ONLY

5) CHECK THE APPROPRIATE STATEMENT

Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval was required. The membership vote was as follows:

Class(es) entitled to vote	Number of members entitled to vote.	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
1	344	344	221	0*

*By acclamation

6) EXECUTION

Signature Linda J. Burgin President Printed Name Linda J. Burgin
Sonya N. Reichenwein Vice President Printed Name Sonya N. Reichenwein
BARBARA CASEY Secretary/Treasurer Printed Name BARBARA CASEY

Title President
Vice President
SECRETARY-TREASURER

7) CONTACT NAME (To resolve questions with this filing.)

Cynthia Cumfer, Attorney

DAYTIME PHONE NUMBER (include area code)

503-234-4282

FEES

Required Processing Fee \$50
Confirmation Copy (Optional) \$5
No Fee for Nonprofit Type Change

*Secretary Change - nonrefundable.
o "Corporation Division."

SERVICE EMPLOYEES INTERNATIONAL



Member Card. The card number is printed on a separate sheet.

EXHIBIT 3

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VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

042952-10

AMENDMENTS TO NONPROFIT ARTICLES OF INCORPORATION OF
SERVICE EMPLOYEES INTERNATIONAL UNION LOCAL 503, OREGON PUBLIC
EMPLOYEES UNION, FKA OREGON PUBLIC EMPLOYEES ASSOCIATION
("THE CORPORATION")

The Corporation was incorporated January 4, 1945 under the Oregon Non-profit Corporation Act, 1941 Oregon Laws, Chapter 462. Pursuant to Section 8 of that law the Corporation submits these amendments. The Articles of Incorporation are amended as follows:

1. Article II is amended to change the words "To unite employees of the State of Oregon in an independent organization dedicated to the mutual welfare of the State and its employees." to "To unite employees in an organization dedicated to the mutual welfare of union members and our communities."
2. Article III is amended to change the words "dues from the members" to "dues and other sources."
3. Article IV is amended to delete the entire provisions of Article IV(2) and (3) and to replace it with the following Article IV(2):

The governing body of the corporation shall be the General Council. The General Council shall consist of delegates chosen by the mode and at the time prescribed by the Constitution and/or Bylaws of the corporation. The nature, composition and authority of the General Council, as well as the governance and administration of the affairs of the corporation, shall be prescribed by the Constitution and/or Bylaws of the corporation as amended from time to time.

Except as amended above, all other provisions of the Articles of Incorporation filed January 4, 1945, as previously amended, shall continue in full force and effect.

EXHIBIT 3
Page 15 of 15

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED



June 2012

Dear Local President:

General Council, the Supreme Governing Body of our Union, will convene from August 2-4, 2012. Delegates from every corner of Oregon will gather at the Linn County Exposition Center in Albany, Oregon.

Every two years, General Council Delegates are elected by members. They come together at General Council to take a closer look at the goals and objectives of our union, examine the progress we've made, and determine a united course of action for our future.

It is also an opportunity for Delegates to debate and discuss resolutions proposed by members and the Board of Directors, review and adopt a budget, and hear from candidates seeking election as statewide President, Vice-President, Secretary-Treasurer, and Executive Director.

Enclosed are the 2012 General Council resolutions. I'm asking each Local Officer to take some time to review the resolutions with Local members and solicit their feedback. In this way, we can make sure the views of all members are represented at General Council. Each General Council Delegate from your Local is also receiving these resolutions.

For your information, a draft General Council Agenda, the SEIU Local 503, OPEU Bylaws, the Administrative Policies and Procedures (AP&P), Existing Policies and the General Council Delegate Guide are also enclosed.

If you have questions about General Council or any of the enclosed materials, please contact your SEIU Local 503, OPEU organizer, or any Statewide Officer.

Stronger Together,

Linda J. Burgin, President
SEIU Local 503, OPEU

- Enclosures Resolution Log and Resolutions
- SEIU Local 503, OPEU Bylaws
- SEIU Local 503, OPEU Administrative Policies & Procedures, Existing Policies
- General Council Delegate Guide and General Council Rules, and Map
- cc General Council Delegates with enclosures

EXHIBIT 4
Page 1 of 4



June 2012

MEMORANDUM

TO: Local Presidents

FROM: Linda J. Burgin, President *LB*
SEIU Local 503, OPEU

RE: 2012 General Council Wage Reimbursements

The SEIU Local 503, OPEU Administrative Policies and Procedures Article VI, Section 16 (see attachment) references replacement wages for members attending authorized Union events such as bargaining and General Council. Wage reimbursements may be considered when events are held during normal working hours and when a member is unable to access accrued leave. Wage reimbursements are optional and are primarily payable by Locals.

If a Delegate requests information regarding wage reimbursements, please review the AP&P language (attached) for the process and note that any reimbursement must be authorized from Local funds (AP&P, Article VI, Section 16(c)).

Wage reimbursement and expense authorization forms will be available to you and all delegates at our General Council registration desk. As a reminder, each Local President is responsible for making decisions regarding wage reimbursements from Local funds. If a Local has special circumstances, please contact Barbara Casey, Secretary-Treasurer, or me, to request consideration by the Board of Directors.

If you have any questions regarding this procedure, please contact our Accounting Department at 1-800-452-2146, for additional information.

EXHIBIT 4
Page 2 of 4

Verified Correct Copy of Original 4/28/2015

OUR VISION
Adopted by
SEIU Local 503, OPEU Board of Directors
April 14, 2012

We seek a just and vibrant society where everyone is treated with dignity and respect, and where all workers have jobs that provide for themselves and their families.

UNION PURPOSE

The Union is a labor organization established to represent and work for the benefit of employees on matters of employment relations, through collective bargaining and collective bargaining contract administration; through pursuit of merit system remedies and other remedies and other remedies of law and rule; binding arbitration, worksite activities, political organizing and self-help activities; through active initiation or support of legislation and ballot measures beneficial to such employees; through active opposition to legislation and ballot measures detrimental to the interests of such employees; and through providing services and benefits for the common good, in a manner compatible with the public interest.

GENERAL COUNCIL

General Council is the supreme governing body of SEIU Local 503, OPEU. It is composed of members of the Union's Board of Directors; Assistant Directors; Board-Elect Directors and Assistant Directors, Past Presidents who are active members or were active members when they retired or have had their active status reinstated by the Board in accordance with Article III MEMBERSHIP, Section 5, Retiree Membership, of the SEIU Local 503, OPEU Bylaws; delegates duly elected and authorized by their respective Locals and delegates from the Retiree Local. The General Council meets in biennial session and its purposes are threefold:

1. General Council is a biennial convention, providing the opportunity for a review of the biennium's operations. It brings the elected representatives of the membership together under one roof to take a closer look at the goals and objectives of the Union, to examine the progress that has been made toward accomplishment of those goals and objectives, and to commit to a united course of action for the future.
2. General Council is the Union's legislative body. It meets to consider new or revised Union policies that are proposed by the membership. This is accomplished through the resolution process, much in the same manner as bills are processed in Oregon's Legislative Assembly.
3. General Council provides a forum for Statewide Officer candidates to campaign for office. Statewide Officer Elections are by direct vote of the membership, with ballots mailed after the close of General Council, and installation scheduled in November. The current Statewide Officers, the newly elected Directors, and the Retiree Local President will comprise the Board of Directors, whose responsibility is to guide and govern the Union between its biennial General Councils, in working toward the objectives established by these conventions. Once the Statewide Officer election is complete, the new Officers will sit on the Board.

GENERAL COUNCIL DELEGATES RESPONSIBILITIES

General Council delegates have important responsibilities before, during, and after General Council.

Prior to General Council, delegates should read and review all of the proposed Resolutions. Delegates should review the resolutions with other members during local meetings in order to share the information and obtain feedback on resolutions so the delegate can fairly represent their local's interest at General Council.

At General Council, attendance at all sessions of General Council is essential, since important decisions are made at these sessions. Delegates who are appointed to serve on General Council committees are expected to attend all scheduled meetings of their committee and to expend their full energies in accomplishing committee objectives.

Delegates representing Locals, or the Board of Directors who are sponsoring resolutions, are responsible for actively working for adoption of those resolutions. It is the delegate's responsibility to appear before the General Council committees in support of the Local or Board resolution. In addition, it is the delegate's obligation to actively work for adoption of the resolution on the floor of the Council, as long as the delegate believes the resolution is in the best interests of the membership.

All delegates should take an active part in the process of electing new Statewide Officers. Delegates have opportunities to meet and talk with the candidates, as well as hear candidate campaign speeches and responses to questions from the delegates. It is the delegate's responsibility to take information back to their Locals. They have the duty to actively support those candidates they believe will best serve SEIU Local 503, OPEU.

After General Council, delegates are responsible for reporting back to their locals about events that took place and decisions made by the General Council, including the disposition of the resolutions.

From: Linda Burgin <burginl@seiu503.org>
Subject: **Re: [Board] Error iRe: 2012 General Council Resolution Review Committee timelines**
Date: June 29, 2012 4:26:07 PM PDT
To: BOD List Serve <board@lserve.opeuseiu.org>, Joe DiNicola <ip.presidentjoe@gmail.com>
Cc: "<odotmike0505@comcast.net>" <odotmike0505@comcast.net>, Cam McGinnis <odotmac@hotmail.com>, "kermit.s.meling" <kermit.s.meling@juno.com>

Immediate Past President [Junior Past President] DiNicola,

Regarding your concerns related to the General Council Resolution that ODOT Local 730 seeks to have presented at the 2012 General Council:

As you know, the SEIU 503, OPEU Bylaws set out procedures for the submission of Resolutions to General Council. See, Bylaws Article IX, Section 6. Contrary to the implications in your e-mail, those procedures have been, and continue to be, followed regarding the ODOT Resolution and all other Resolutions.

In that regard, the 2012 General Council Resolution Review Committee has finished its work on the ODOT Resolution and it is being submitted to General Council. The ODOT Resolution and an updated index will be included in a second General Council mailing in mid July.

Because of this, there is no need to address the various demands that you make concerning the Resolution or the appropriateness of those demands.

In Unity,
Linda
Linda J. Burgin, President
SEIU 503, OPEU
503-581-1505, Ext. 124
cell: 503-409-1849

On Sat, Jun 23, 2012 at 1:51 PM, Joe DiNicola <ip.presidentjoe@gmail.com> wrote:
President Burgin,

It has been reported to me that the ODOT Local 730 resolution Sister Kroenlein is referring to was submitted to the Resolutions Review Committee on or about April 30, 2012.

SEIU Local 503, OPEU Bylaws Art IX, Sec 6(a)(4) establishes a 90-day timeline for such submissions. General Council is scheduled to convene August 2, 2012; therefore, an April 30 submission date is clearly within the timeline. As you are aware, neither the Resolutions Review Committee nor the Board of Directors has the authority to override

EXHIBIT 5
Page 1 of 4

or amend the union's Bylaws.

I would appreciate it if you would provide the authority used by the Resolutions Review Committee or the Board of Directors to reject ODOT Local 730's resolution as "not filed timely."

If you are unable to provide such authority, please immediately correctly index, number and mail the ODOT Local 730 resolution (attached) to all General Council delegates and alternates along with an apology to them that it was omitted from the June 20, 2012, General Council mailing you mailed to them as President. Also, please include the revised resolutions index and properly numbered Bylaws resolution as submitted by ODOT Local 730 on April 30, 2012.

I also formally request that you place on the agenda for the July 14, 2012, meeting an action item to discuss this matter and a detailed report on other issues related to General Council, including but not limited to all resolutions that have been rejected for any reason.

Please provide sufficient notice of this agenda item and time to ODOT Local 730 officers and members so that they may plan to attend. I also request that they be invited to make a presentation to all Board members at the July meeting, if that is their desire.

Stronger Together,

Joe DiNicola
Immediate Past President [Junior Past President]
SEIU Local 503, OPEU

On Jun 23, 2012, at 11:15 AM, Katie Kroenlein wrote:

Linda and fellow board members:

I am very disappointed in the actions taken regarding the Resolution submitted by Mike Johnson on behalf of ODOT local 730. This resolution was well written, turned in more than 90 days prior to general council, as required by the by-laws of SEIU, supported by the Local leaders and supported by HUNDREDS if not THOUSANDS of members. Yet SEIU staff have arbitrarily taken it upon themselves to set a due date of MORE than 90 days prior to General Council, which is in conflict with the By laws of this organization, in order to prevent this resolution from being heard. This is suspicious at best, but more likely illegal, not to mention it destroys any trust that has been built between ODOT Local 730 members and SEIU 503. As a board member, I am appalled, because the staff should be avoiding any action or behaviors that LOOK like conflict of interest and this is for sure is above and beyond the perception of impropriety, and is absolutely shocking to me. I thought we got past mafia behaviors many years ago, but the staff using smoke and mirrors BREAKING the by laws in order to circumvent the legal process this organization has set up to change things, in order to protect their own personal interests is right back there with the Mafia involvement in Teamsters and I'm completely and utterly disgusted with this.

This organization is not run in an open, transparent and above board manner, which I was beginning to suspect when I

EXHIBIT 5
Page 2 of 4

could not get a copy of the complete finance report for SEIU even though I requested it. Now this... which is CLEARLY inappropriate and shows that the members have NO control over the beast that is SEIU and are really just being dragged along through the mud, as it were...

with sadness and disappointment,

Katie Kroenlein Hubler
ODOT Local 730
SEIU Board Member

2012 General Council Resolution Proposal

Subject: Membership Dues
Submitted by: Local 730
Authored by: Mike Johnson

Whereas, SEIU 503 is bringing in more members who are not employed by the State of Oregon, but work for private sector employers; and

Whereas, some of these non-State SEIU members pay union dues of only \$5 or less or on a voluntary basis only; and

Whereas, examples of other State employees belonging to unions other than SEIU pay union dues as follow: AEE charges a flat rate of \$41 per member (amount being reduced on July 1, 2012 to \$31 per member); AFSCME charges a 1.27% of employees' gross pay plus \$3; and

Whereas, State of Oregon represented membership cannot afford the increased cost of health care deducted from members' pay and additional out of pocket expenses levied upon them by Public Employees Benefit Board and bargained and agreed to by SEIU 503; then

Be it resolved, that membership dues be changed from 1.7% of the gross pay amount of each SEIU represented State employee's pay to a flat rate of \$36 per person employed by the State of Oregon and represented by SEIU; and

Be it further resolved, that twenty-six dollars (\$26) of the monthly amount collected from each represented employee from State agencies will go to SEIU 503 general fund and ten dollars (\$10) of the monthly amount collected from each represented employee from State agencies will go to the sub-locals; and

Be it further resolved, that sub-locals with up to 250 SEIU represented employees will receive an amount equivalent to six months dues collected from each member in their sub-local treasury account and sub-locals with more than 250 SEIU represented employees will receive an amount equivalent to three months dues collected from each member in their sub-local treasury account to be replenished and maintained at working levels for the sub-locals; and

Be it further resolved, that when the balances noted above have reached the monthly equivalency, the full monthly dues amount collected will go to the SEIU 503 general fund; and

Be it further resolved, that none (\$0) of the dues collected from the sub-locals of SEIU 503 are to be used for political action programs, political candidates or ballot measures.



SEIU Local 503 General Council 2012 RESOLUTIONS LOG

Member Affairs:

1. Building Political Power: Candidate Training Accountability and Voter Registration
2. Leadership Development and Member Action
3. Preparing for 2013
4. Racial Equality
5. SEIU 503 Takes a Position of Strength
6. Labor History Education

Bylaws:

1. Terminated Members Shall Stay Active When Appealing their Termination
2. Retirees Can Hold Statewide Office
3. Paid Staff Should Not be Members of SEIU 503
4. Maintaining SEIU 503 Membership While Serving as Statewide President
5. Board of Director and Statewide Officers Terms of Office
6. Assistant Directors

Union Operations:

1. Putting Some SEIU 503 Skin into Health Care
2. Dues Abatement for Chief Stewards
3. Cell Phone & SEIU Email Addresses for Statewide Locals & Locals Having More than 500 Members
4. Updating our Union's Name

ESP/IA

1. Single Payer Health Care
2. Economic Fairness
3. Winning on 2012 Ballot Measures
4. Principals for Healthcare Reform
5. Re-electing President Obama
6. Retirement Security for All

Employee Rep

1. Supporting Oregon's Non-Traditional Health Care Workforce
2. Organizing Private Sector Workers
3. Domestic Partner Parity
4. Arbitration Screening
5. Contracting



**Service Employees International Union
Local 503,
Oregon Public Employees Union**

Member Affairs (MA #1)

1 **Subject:** Building Political Power: Candidate Training, Accountability, and
2 Voter Registration
3 **Submitted by:** SEIU Local 503 Board of Directors
4 **Authored by:** Alice Redding
5

6 **WHEREAS**, the decisions of our government have an enormous impact on every aspect
7 of our lives and our ability as a union to win for workers; and
8

9 **WHEREAS**, the inequalities in our country too often leave large groups of people out of
10 our democratic political process because of barriers such as poverty, poor education, and
11 the daily struggles of just putting food on the table; and
12

13 **WHEREAS**, corporate-backed entities such as the American Legislative Exchange
14 Council, or ALEC, are systematically working to pass laws making it even harder for
15 people to vote; and
16

17 **WHEREAS**, registering to vote is the first step for many people who would otherwise be
18 left out of our civilized society; and
19

20 **WHEREAS**, the most the effective way to ensure that elected representatives share our
21 values as trade unionists is to elect more trade unionists to office; and
22

23 **WHEREAS**, it is not enough to elect candidates to office who declare in their campaigns
24 that they are committed to a fair tax structure, vital public services and programs that
25 meet the needs and aspirations of working families. We must hold them accountable once
26 they are in office to stand up and fight for working people; now, therefore,
27

28 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That SEIU
29 503 will commit ourselves to conducting a vigorous, well-planned, and extensive voter
30 registration campaign to reach 80% registration within our membership; and
31

32 **BE IT FURTHER RESOLVED**, that the voter registration campaign will include
33 working in coalition with Our Oregon, other unions and civic and religious organizations
34 to increase the engagement and voting strength of Oregon's otherwise disenfranchised
35 populations; and
36

37 **BE IT FURTHER RESOLVED**, that we will institutionalize candidate training for
38 union members and realize a net gain of union members elected to local and state level
39 offices; and

40
41 **BE IT FURTHER RESOLVED**, we will spotlight the activities of anti-union politicians
42 and hold elected officials accountable to fighting for working families.

Budget Impact / Cost Estimate: None			
8/12 Committee Recommendation:			
Passed___	Not Passed___	Tabled___	Withdrawn___
		Referred to/ Combined with___	Held in Committee___



**Service Employees International Union
Local 503,
Oregon Public Employees Union**

Member Affairs (MA #2)

1 **Subject:** Leadership Development & Member Action
2 **Submitted by:** SEIU Local 503 Board of Directors
3 **Authored by:** Carmen Mayoral-Morales
4

5 **WHEREAS,** SEIU 503 has a long and proud history of rank and file leadership, and
6 member activism; and
7

8 **WHEREAS,** maintaining a member-run union requires broad and meaningful leadership
9 and member involvement throughout the union's work; and
10

11 **WHEREAS,** building a movement to win for working people in Oregon requires
12 thousands of leaders taking responsibility for building power in their workplace and more
13 broadly through member action; and
14

15 **WHEREAS,** member action is the prime source of our power to achieve our vision of a
16 just and vibrant society where everyone is treated with dignity and respect, and where all
17 workers have jobs that provide for themselves and their family; and
18

19 **WHEREAS,** hundreds of SEIU 503 members have benefited in their leadership
20 development by participation in union-led or union-sponsored training programs, such as
21 the Leadership Academy, Political Boot Camp and Volunteer Organizing Committee;
22 now, therefore,
23

24 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That SEIU
25 503 will establish more expansive volunteer and member organizer programs with a
26 focus on leadership and skill development; and
27

28 **BE IT FURTHER RESOLVED,** that SEIU 503 will design training and education
29 programs relevant to the diverse needs, skills, and experiences of all members including
30 advanced training and mentoring for union leaders to prepare them to identify, recruit and
31 mentor emerging leaders; and
32

33 **BE IT FURTHER RESOLVED,** that SEIU 503 organize member-to-member networks
34 to increase member participation in worksite and community action, energizing and
35 involving members at the sublocal and statewide level; and
36

37 **BE IT FURTHER RESOLVED**, that the principal role of field organizers is to support
38 and facilitate member leadership and action.

Budget Impact / Cost Estimate: None			
8/12 Committee Recommendation:			
Passed___	Not Passed___	Tabled___	Withdrawn___
		Referred to/ Combined with___	Held in Committee___



**Service Employees International Union
Local 503,
Oregon Public Employees Union**

Member Affairs (MA #3)

1 **Subject:** Preparing for 2013
2 **Submitted by:** SEIU Local 503 Board of Directors
3 **Authored by:** Linda Burgin
4

5 **WHEREAS**, over 90% of SEIU 503 members will be negotiating their contract in 2013;
6 and
7

8 **WHEREAS**, collective bargaining has been incredibly challenging throughout the Great
9 Recession and too often has entailed concessions or at minimum the status quo; and
10

11 **WHEREAS**, projections for economic recovery and available revenue are uncertain; and
12

13 **WHEREAS**, the general climate for public sector workers remains challenging and
14 political opponents will continue to try to block much needed advances in wages and
15 benefits; and
16

17 **WHEREAS**, in 2013, the average Oregonian is still likely to be struggling with issues
18 such as unemployment, foreclosure, unaffordable or unavailable healthcare, and stagnant
19 wages; and
20

21 **WHEREAS**, employers and political opponents will continue to put a wedge between
22 SEIU 503 members and the general public by portraying us as greedy or solely interested
23 in our own welfare; and
24

25 **WHEREAS**, public perception is a key factor in determining policy related to public
26 workers; now, therefore,
27

28 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That SEIU
29 503 members and leaders will prepare with all our ability for our contract campaigns of
30 2013; and
31

32 **BE IT FURTHER RESOLVED**, that for those bargaining units which are legally
33 permitted to strike we will prepare for such a possibility; and
34

35 **BE IT FURTHER RESOLVED**, that we will prepare a comprehensive campaign that
36 seeks to apply the appropriate pressure to decision makers by making use of public
37 relations, political pressure, and legal strategies; and
38

39 **BE IT FURTHER RESOLVED**, that we will find common cause with the public in
40 order to amplify our fight by choosing bargaining themes and proposals that appeal to the
41 common good.

Budget Impact / Cost Estimate: \$0 - \$25,000

8/12 Committee Recommendation:

Passed___ Not Passed___ Tabled___ Withdrawn___ Referred to/
Combined with___ Held in
Committee___

**EXHIBIT 6
Page 8 of 39**



Service Employees International Union
Local 503,
Oregon Public Employees Union

Member Affairs (MA #4)

1 **Subject:** Racial Equality
2 **Submitted by:** SEIU Local 503 Board of Directors
3 **Authored by:** Theodora Ko-Thompson, Carmen Mayoral-Morales, Johnny Earl,
4 Alison Deane, Rose Kachadoorian, Joy Vegar, Anastasia Godsey,
5 Rose Halseth and Linda Burgin
6

7 **WHEREAS,** racial inequities are detrimental to people of color, to white people, and to
8 our goal of having a powerful and inclusive union; and
9

10 **WHEREAS,** racial inequity can be the result of conscious and unconscious decisions,
11 preferences, and structures that must be consciously challenged and corrected; and
12

13 **WHEREAS,** the racial make-up of Oregon is changing, with the State becoming more
14 diverse; and
15

16 **WHEREAS,** the racial make-up of the SEIU 503 membership is also becoming more
17 diverse; and
18

19 **WHEREAS,** the racial diversity of many of our member leader and staff roles does not
20 reflect that of the general membership or state population; now, therefore,
21

22 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That SEIU
23 503 will adopt initiatives and benchmarks to increase the quality of experience that
24 members of color have within the union; and
25

26 **BE IT FURTHER RESOLVED,** that SEIU 503 will increase the racial diversity of our
27 union by recruiting more member leaders and staff from communities of color; and
28

29 **BE IT FURTHER RESOLVED,** that SEIU 503 will partner with appropriate
30 community organizations in the fight for racial justice, and will support strategic
31 struggles against racial inequality in our communities; and
32

33 **BE IT FURTHER RESOLVED,** that SEIU 503 will investigate and develop
34 appropriate bargaining proposals to advance racial equity with our employer.

Budget Impact / Cost Estimate: None			
8/12 Committee Recommendation:			
Passed ___	Not Passed ___	Tabled ___	Withdrawn ___
		Referred to/ Combined with ___	Held in Committee ___



Service Employees International Union
Local 503,
Oregon Public Employees Union

Member Affairs (MA #5)

1 **Subject:** SEIU 503 Takes a Position of Strength
2 **Submitted by:** Petition
3 **Authored by:** Shamus Cooke
4

5 **WHEREAS**, economic disparity continues to escalate so that the richest 5 percent now
6 own 65 percent of this nation's wealth; and
7

8 **WHEREAS**, elected officials vilify unions and workers by scapegoating wages, benefits,
9 and social services as the cause of public deficits; now, therefore,
10

11 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That SEIU
12 503 will enter the next bargaining session by making public the below demands:
13

- 14 1. Make no cuts or concessions in wages, benefits, and social welfare programs;
15 and
16
- 17 2. Address any state deficit by taxing the big banks, large corporations, and the
18 wealthiest Oregonians at higher levels to preserve social services and prevent
19 wage and benefit concessions to public sector workers; and
20
- 21 3. Make public investments in education, rebuilding of infrastructure, and public
22 transit improvements.

Budget Impact / Cost Estimate: \$20,000 - \$50,000			
8/12 Committee Recommendation:			
Passed ___	Not Passed ___	Tabled ___	Withdrawn ___
		Referred to/ Combined with ___	Held in Committee



Service Employees International Union
Local 503,
Oregon Public Employees Union

Member Affairs (MA #6)

1 **Subject:** Labor History Education
2 **Submitted by:** SEIU Local 503 Board of Directors
3 **Authored by:** Rob Sisk
4

5 **WHEREAS,** we stand on the shoulders of the women and men trade unionists who have
6 fought and struggled throughout the years, in some cases giving their lives, for the rights
7 that we enjoy today; and
8

9 **WHEREAS,** there is much to be learned from the sacrifices and battles like the
10 Industrial Workers of the World's organizing Northwest forest workers, the organizing of
11 dockworkers up and down the coast by the International Longshore Workers [Union] and
12 SEIU's Justice for Janitors organizing; and
13

14 **WHEREAS,** similarly we can draw important lessons from famous strikes like the Bread
15 and Roses Strike in Lawrence, Massachusetts (1912), the Mineworkers in West Virginia
16 (1897, 1912, 1977-78), the Flint Sit-down Strike (1936-37) and more recently the
17 Teamsters UPS Strike (1997); and
18

19 **WHEREAS,** our own local has a rich and powerful history of struggle, strikes, growth
20 and power; and
21

22 **WHEREAS,** the forces that have historically opposed working peoples' attempts to
23 secure economic and social justice are the same that stand in our way today and benefit
24 from the current record-high income inequality in our country; now, therefore,
25

26 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That SEIU
27 503 incorporate components of labor history education into our leadership training
28 curriculum and member education; and
29

30 **BE IT FURTHER RESOLVED,** that we periodically include educational labor history
31 in publications and other communications; and
32

33 **BE IT FURTHER RESOLVED,** that we support the Pacific Northwest Labor History
34 Association's 2013 Labor History Conference.

Budget Impact / Cost Estimate: \$0 - \$1,500			
8/12 Committee Recommendation:			
Passed ___	Not Passed ___	Tabled ___	Withdrawn ___
		Referred to/ Combined with ___	Held in Committee



**Service Employees International Union
Local 503,
Oregon Public Employees Union**

Member Affairs (MA #7)

1 **Subject:** Contracting
2 **Submitted by:** SEIU Local 503 Board of Directors
3 **Authored by:** Dan Smith
4

5 **WHEREAS,** SEIU 503 members have developed a strong track record of fighting for
6 quality public services; and
7

8 **WHEREAS,** SEIU 503 led the fight in 2009 to enact state legislation to improve
9 contracting standards by increasing transparency and accountability in private contracting
10 and created the Transparency Oregon Advisory Commission and the Transparency
11 Oregon website; and
12

13 **WHEREAS,** private contractors are less accountable to elected officials and taxpayers
14 than public employees; and
15

16 **WHEREAS,** in a time of tight government budgets, front-line workers have to be strong
17 advocates for the wise use of tax dollars; and
18

19 **WHEREAS,** DAS front-line workers uncovered fraud in personal service contracts, and
20 protected taxpayers by blowing the whistle on contractor abuse; and
21

22 **WHEREAS,** state agencies contract out IT projects at greater expense than investing in
23 existing staff; and
24

25 **WHEREAS,** SEIU 503 put the power of its 50,000 members behind these efforts and
26 worked with allies in the legislature to protect the jobs of the DAS whistleblowers; and
27

28 **WHEREAS,** public services that would be more efficiently be performed by public
29 employees are being contracted out solely because state agencies lack position authority
30 to hire staff to do the work; and
31

32 **WHEREAS,** public employees, their unions and taxpayers lack the legal standing to sue
33 to get contractor accountability laws properly enforced; and
34

35 **WHEREAS,** the state-run contractor accountability website is not kept up to date and
36 hence taxpayers cannot hold contractors accountable; and
37

38 **WHEREAS, contractor accountability is even worse in the Oregon University system**
39 **than it is in the rest of state government; and**

40

41 **WHEREAS, irresponsible contracting is an issue plaguing local governments in Oregon;**
42 **now, therefore,**

43

44 **BE IT RESOLVED by the General Council of SEIU Local 503, OPEU: That the**
45 **members of SEIU 503 will work to pass the toughest contractor accountability standards**
46 **in the United States of America as a part of our larger effort to promote quality public**
47 **services; and**

48

49 **BE IT FURTHER RESOLVED, that the campaign shall be designed to maximize**
50 **member engagement in this important fight; and**

51

52 **BE IT FURTHER RESOLVED, that the success in building a coalition of labor and**
53 **community allies around this issue be expanded; and**

54

55 **BE IT FURTHER RESOLVED, by the General Council of SEIU Local 503, OPEU**
56 **that a communications plan targeting our members and the general public be developed**
57 **to promote public understanding of this important issue.**

Budget Impact / Cost Estimate: None			
8/12 Committee Recommendation:			
Passed ___	Not Passed ___	Tabled ___	Withdrawn ___
		Referred to/ Combined with ___	Held in Committee ___



Service Employees International Union
Local 503,
Oregon Public Employees Union

Bylaws (BL #1)

1 **Subject:** Terminated Members Shall Stay Active When Appealing their
2 Termination
3 **Submitted by:** Petition
4 **Authored by:** Michael Simpson & Gina Santacroce
5

6 **WHEREAS**, terminated SEIU Local 503, OPEU members who are appointed to
7 committees, hold Elected Office such as; Board of Directors, and any elected Local
8 Office, are no longer able to participate because of Terminated Membership; and
9

10 **WHEREAS**, Article 3, Section 2, Active Membership, references "Active Membership",
11 as an "Active Member" and as such, terminated members cannot fulfill their elected
12 officer positions or appointed committee membership; now, therefore,
13

14 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That SEIU
15 Local 503, OPEU Bylaws, Article III -- Membership, Section 2, be amended by creating a
16 new Section (c) and moving all Sections down:
17

18 **ARTICLE III – MEMBERSHIP**

19
20 **Section 2. Active Membership.**

21
22 **(c) Terminated SEIU Local, OPEU members who are appealing their**
23 **termination through contract arbitration, shall maintain active status in all**
24 **elected offices held, and any committee appointments. Nothing shall prevent**
25 **a terminated member from participating in all union functions as long as the**
26 **appeal process is in place.**
27

28 **(d) [(c)]** Every active member has all rights of Union membership and has equal
29 rights and privileges within the Union. These rights include, but are not limited
30 to, the right to nominate candidates, to vote in elections or referendums of the
31 Union, to hold office at all levels of the Union, to attend membership meetings,
32 and to participate in the deliberations and voting upon the business of such
33 meetings, subject to reasonable rules and regulations of the Union for the conduct
34 of such meetings.
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(e) [(d)] Every active member of the Union has the right to meet and assemble freely with other active or retired members; to express any views, arguments, or opinions; and to express at meetings of the Union such member's views about candidates in an election of the Union or about any business properly before the meeting, subject to the Union's established and reasonable rules pertaining to the conduct of meetings. However, noting in subsection (a) or (b) of this Section shall be construed to impair the right of the Union to adopt and enforce reasonable rules as to the responsibility of every member toward the Union as an institution and to such member's refraining from conduct that would interfere with the Union's performance of its legal or contractual obligations.

(f) [(c)] A member's right to attend meetings shall not be limited to those of his/her Local, the Board or its committees, but shall apply to meetings of any Local although the member's right to vote at such meeting shall be governed by the established policies of such meeting group. The visiting member should be identified as a guest. Nothing in this provision shall limit the Board's ability to conduct its business in Executive Session in appropriate circumstances.

Budget Impact / Cost Estimate: \$10,000 - \$30,000					
8/12 Committee Recommendation:					
Passed	Not Passed	Tabled	Withdrawn	Referred to/ Combined with	Held in Committee
___	___	___	___	___	___



Service Employees International Union
Local 503,
Oregon Public Employees Union

Bylaws (BL #2)

1 Subject: Retirees Can Hold Statewide Office
2 Submitted by: Petition
3 Authored by: Gina Santacroce & Michael Simpson
4

5 WHEREAS, our dedicated members who have shared their invaluable wisdom during
6 many years of service with fellow union members have no option to share that voice,
7 except in a restricted Retiree's Membership. A Retired Servant with SEIU Local 503,
8 OPEU, has no option to run for Statewide Office, be it President, Vice President,
9 Secretary/Treasurer or Executive Director; and
10

11 WHEREAS, Article 3, Section 6, gives full rights to paid staff, and allows paid staff to
12 run for Executive Director. Article 3, Section 5 for Retirees gives not only NO rights to
13 run for Executive Director, Article 3, Section 5 indicates "no Retired Member, including
14 retired Past President, shall have any membership rights if not an active member by
15 Article 3, Section 2"; now, therefore,
16

17 BE IT RESOLVED by the General Council of SEIU Local 503, OPEU: That SEIU
18 Local 503, OPEU Bylaws, Article III – Membership, Section 5. Retiree Membership; (c)
19 be removed in its entirety and re-written as follows:
20

ARTICLE III - MEMBERSHIP

21
22
23 Section 5. Retiree Membership.
24

25 (c) Any retired member in active status before retiring and enters into
26 retirement shall be able to hold Statewide Office for SEIU Local 503, OPEU.
27 Statewide Office includes President, Vice President, Secretary/Treasurer,
28 and Executive Director. Retired members will still be referenced to the
29 Retiree's Local, however full voting rights, full meeting rights, full
30 participation rights will be granted to Retirees.
31

32 [(c) Notwithstanding the provisions of subsection (a) of this Section, no retired
33 member, including any retired Past President, who immediately prior to
34 retirement was not an active member, under Section 2 of this Article, shall have
35 any membership rights other than the right to participate in programs made
36 especially available for retired persons; the right to meet and assemble with other
37 retired members for the purpose of dealing with matters or concerns relating only
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to retired members; and the right to express views and vote at such meetings on such matters or concerns. Exceptions to this policy may be granted to former active members of the Union who spent the majority of their employment in the bargaining unit. This action requires a unanimous vote of the Board. A retired person granted this exception by the Board has the same membership rights as other retired members who retired in active member status. This action may be revoked by a majority vote of the Board.]

Budget Impact / Cost Estimate: None

8/12 Committee Recommendation:

Passed___ **Not Passed**___ **Tabled**___ **Withdrawn**___ **Referred to/** **Held in**
Combined with___ **Committee**___



Public Employees International Union
Local 503,
Oregon Public Employees Union

Bylaws (BL #3)

1 **Subject:** Paid Staff Should Not be Members of SEIU 503
2 **Submitted by:** Petition
3 **Authored by:** Gina Santacroce & Michael Simpson
4

5 **WHEREAS,** Paid Staff are in conflict with SEIU 503 members, when dues dollars are
6 used to pay staff their salary. Per Article 3, (Membership) Sections 6, 7 and 8 of SEIU
7 503 Bylaws, Paid Staff cannot remain objective when allowed to have full voting rights
8 on dues increases, and other union governance issues; and
9

10 **WHEREAS,** Paid Staff are allowed to nominate candidates and vote in Statewide
11 Elections of SEIU 503 membership leaders. Paid Staff are allowed to run for the office
12 of Executive Director and Paid Staff are allowed to serve as a representative to any labor
13 board, conference, convention, or other function if elected by the membership and or
14 designated by the Board of Directors; now, therefore,
15

16 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That SEIU
17 Local 503, OPEU Bylaws, Article III – Membership, Sections 6, 7 and 8 be removed
18 from the Bylaws in its entirety. There is an inherent conflict of interest. Paid Staff
19 should not be allowed to be SEIU 503 members.

Budget Impact / Cost Estimate: \$140,000 - \$150,000			
8/12 Committee Recommendation:			
Passed ___	Not Passed ___	Tabled ___	Withdrawn ___
		Referred to/ Combined with ___	Held in Committee ___



**Service Employees International Union
Local 503,
Oregon Public Employees Union**

Bylaws (BL #4)

1 **Subject:** Maintaining SEIU 503 Membership While Serving As Statewide
2 President
3 **Submitted by:** SEIU Local 503 Board of Directors
4 **Authored by:** Anita Pecoff
5

6 **WHEREAS**, many members of SEIU 503 are able to take an extended leave of absence
7 or "unpaid union leave" to serve as elected President of SEIU 503, and thereby preserve
8 their union membership status; and
9

10 **WHEREAS**, nursing home and private nonprofit as well as independent care providers
11 like Homecare, Child Care and Adult Foster Care workers do not have the ability to take
12 contractual "unpaid union leave" or other extended contractual leaves of absence; and
13

14 **WHEREAS**, the SEIU 503 Bylaws require Statewide Officers to be active members in
15 good standing to hold office; and
16

17 **WHEREAS**, it is in SEIU 503's interest, and fairness demands, that all members have
18 equal opportunity to serve as Union President and maintain their membership status;
19 now, therefore,
20

21 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That any
22 member who is elected to the position of SEIU 503 President and does not have the
23 contractual right or their employer's irrevocable permission to take Union Leave or other
24 extended leave from their employer while serving, may maintain his/her active
25 membership status with the SEIU 503 by paying dues directly to SEIU 503; and
26

27 **BE IT FURTHER RESOLVED**, that the elected SEIU 503 President's membership
28 rights required for holding office shall be maintained during her/his term(s).

Budget Impact / Cost Estimate: \$0 - \$1,000			
8/12 Committee Recommendation:			
Passed ___	Not Passed ___	Tabled ___	Withdrawn ___
		Referred to/ Combined with ___	Held in Committee ___



Service Employees International Union
Local 503,
Oregon Public Employees Union

Bylaws (BL #5)

1 **Subject:** Board of Director and Statewide Officers Terms of Office
2 **Submitted by:** SEIU Local 503 Board of Directors
3 **Authored by:** Jenny Garner
4

5 **WHEREAS,** SEIU Local 503, OPEU adopted a longer term strategic planning in 2005 to
6 facilitate more proactive, bold vision and strategic plan that has served our local well; and
7

8 **WHEREAS,** SEIU Local 503, OPEU Board of Directors including the Statewide
9 Officers are the governing body of our union between General Councils and has
10 tremendous responsibilities; and
11

12 **WHEREAS,** during the current two year term the Board of Directors meets
13 approximately 12 times; and
14

15 **WHEREAS,** it takes time for a newly elected Board of Directors and Officers to learn
16 their roles, the overall work of the union, and to develop working relationships with one
17 another; and
18

19 **WHEREAS,** currently the Board of Directors and the Statewide Officers are elected on
20 overlapping but different timelines causing confusion and the potential for members to
21 run for both positions; and
22

23 **WHEREAS,** the current two-year election cycle and the timing of the elections
24 consumes up to nine (9) months of the twenty-four (24) month term; now, therefore,
25

26 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That the
27 term of office for the SEIU Local 503, OPEU Board of Directors and Statewide Officers
28 is changed to three (3) years beginning in 2014; and
29

30 **BE IT FURTHER RESOLVED,** that the Statewide Officer Elections be run
31 concurrently with the Board of Directors Elections and be completed by July 1st, every
32 three years, beginning in 2014; and
33

34 **BE IT FURTHER RESOLVED,** that the SEIU Local 503, OPEU Bylaws and
35 Administrative Policies and Procedures be updated to reflect these changes.

Budget Impact / Cost Estimate: Saves \$18,000 - \$22,000 annually; about \$60,000 for 3 years.			
8/12 Committee Recommendation:			
Passed ___	Not Passed ___	Tabled ___	Withdrawn ___
Referred to/		Held in	
Combined with ___		Committee	



Service Employees International Union
Local 503,
Oregon Public Employees Union

Bylaws (BL #6)

1 **Subject:** Assistant Directors
2 **Submitted by:** SEIU Local 503 Board of Directors
3 **Author:** Linda Burgin

4
5 **WHEREAS,** the Board of Directors of SEIU 503 are elected to represent the members;
6 and

7
8 **WHEREAS,** elections are to determine which candidate the members determine is the
9 best candidate for the position; and

10
11 **WHEREAS,** the Assistant Director is a recognized role with responsibilities; and

12
13 **WHEREAS,** currently the runner-up in Board elections becomes the Assistant Director;
14 and

15
16 **WHEREAS,** the runner up in Statowide Officer elections do not automatically ascend
17 into an officer's position; and

18
19 **WHEREAS,** SEIU 503 elected Assistant Directors separately from Directors in the past;
20 and

21
22 **WHEREAS,** electing Assistant Directors separately from Directors ensures that
23 members have a voice in choosing both their Director and Assistant Director; now,
24 therefore,

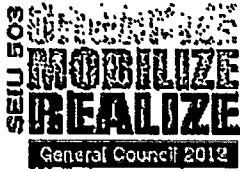
25
26 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That
27 Assistant Directors will no longer be the runner-up in the Director election; and

28
29 **BE IT FURTHER RESOLVED,** that Assistant Directors be nominated and elected as a
30 separate position from the Director; and

31
32 **BE IT FURTHER RESOLVED,** that the Assistant Director election be run concurrently
33 with the Board of Director election; and
34

35 **BE IT FURTHER RESOLVED,** that SEIU 503 Bylaws and Administrative Policies
36 and Procedures be modified to reflect these changes.

Budget Impact / Cost Estimate: None			
8/12 Committee Recommendation:			
Passed _____	Not Passed _____	Tabled _____	Withdrawn _____
		Referred to/ Combined with _____	Held in Committee _____

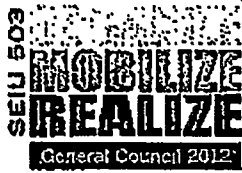


**Service Employees International Union
Local 503,
Oregon Public Employees Union**

Union Operations (UO #1)

- 1 **Subject:** Putting Some SEIU 503 Skin into Health Care
- 2 **Submitted by:** Petition
- 3 **Authored by:** David Wells
- 4
- 5 **WHEREAS,** health care costs were shifted to the membership during bargaining the
- 6 2011-2013 contract; and
- 7
- 8 **WHEREAS,** the true health care cost shift was not explained in advance to the
- 9 membership; and
- 10
- 11 **WHEREAS,** to be sure that health care costs are moved/reduced from the employee; and
- 12
- 13 **WHEREAS,** it will take an active membership and leaders having "skin in the game" to
- 14 make this change; now, therefore,
- 15
- 16 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That it acts
- 17 to establish a Health Care Re-imbusement Voucher to help members pay their health
- 18 care co-payments; and
- 19
- 20 **BE IT FURTHER RESOLVED,** that the voucher value would be \$50.00 US; and
- 21
- 22 **BE IT FURTHER RESOLVED,** that the voucher would be used as a door prize at all
- 23 SEIU 503 Board, Bargaining Conferences, Stewards Conference, Regional Activity
- 24 Center, Statewide Local, an Single Site Local meetings where a SEIU Local 503 Staff
- 25 Member is present and be distributed by lot a the rate of one (1) voucher for every five
- 26 (5) people or portion thereof attending. The receiver of the voucher could attach it and
- 27 the medical bill showing co-pay amount (redacted preferred) to a standard General Fund
- 28 re-imbursment form and submit it. The co-pay amount up to the face value of the
- 29 voucher would then be sent to the member/fairshare payer; and
- 30
- 31 **BE IT FURTHER RESOLVED,** that the Health Care Re-imbursment Voucher program
- 32 would cease on June 20, 2013.

Budget Impact / Cost Estimate: \$660,000 - \$720,000			
8/12 Committee Recommendation:			
Passed <input type="checkbox"/>	Not Passed <input type="checkbox"/>	Tabled <input type="checkbox"/>	Withdrawn <input type="checkbox"/>
		Referred to/ Combined with <input type="checkbox"/>	Held in Committee <input type="checkbox"/>



**Service Employees International Union
Local 503,
Oregon Public Employees Union**

Union Operations (UO #2)

1 **Subject:** Dues Abatement for Chief Stewards
2 **Submitted by:** Petition
3 **Authored by:** Gina Santacroce & Michael Simpson
4

5 **WHEREAS,** Chief Stewards are the backbone of SEIU 503. Chief Stewards play an
6 integral part in relationships with both peer stewards, members and organizers. Chief
7 Stewards are elected by steward members of SEIU 503 and as such, are entrusted with an
8 enormous responsibility; and
9

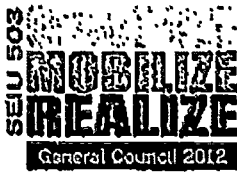
10 **WHEREAS,** Chief Steward's duties include but are not limited to, grievances,
11 arbitration, political drives, meetings, meetings and more meetings, organizing CAT
12 (Contract Action Teams), working with large membership drives, new employee
13 orientations, a professional sounding board, resolving and leading through the immediate
14 workplace or more, and lastly, defending and supporting peer members to the best of
15 their ability; and
16

17 **WHEREAS,** Chief Stewards are strongly encouraged to attend advance Leadership
18 Trainings and other training opportunities provided by SEIU 503 for union stewards;
19 now, therefore,
20

21 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That Chief
22 Stewards with more than 5 years of active and full duty as a steward, shall be granted a
23 dues waiver from SEIU 503 as long as the Chief Stewards remain active and in full
24 steward duty status; and
25

26 **BE IT FURTHER RESOLVED,** that Article 16 – Union Stewards, will add one more
27 section after Section 4, (Section 5) addressing a full dues abatement when the above
28 criteria is met.

Budget Impact / Cost Estimate: \$120,000 - \$130,000			
8/12 Committee Recommendation:			
Passed <input type="checkbox"/>	Not Passed <input type="checkbox"/>	Tabled <input type="checkbox"/>	Withdrawn <input type="checkbox"/>
Referred to/		Held in	
Combined with <input type="checkbox"/>		Committee <input type="checkbox"/>	



**Service Employees International Union
Local 503,
Oregon Public Employees Union**

Union Operations (UO #3)

1 **Subject:** Cell Phone and SEIU Email Addresses for Statewide Locals and
2 Local Having More Than 500 Members

3 **Submitted by:** Oregon State Hospital Local 392

4 **Authored by:** Randy Davis
5

6 **WHEREAS,** SEIU Local 503 is a member run Union and the Members are elected to
7 leadership positions titled President; and
8

9 **WHEREAS,** these elected Local Presidents of Statewide Locals and Large Locals are
10 expected to communicate with the many members of their Local while on duty on their
11 jobs as well as on their own time away from work; and
12

13 **WHEREAS,** these elected Statewide/Large Local Presidents incur personal cost for their
14 own cell phone use; and
15

16 **WHEREAS,** the Statewide/Large Local Presidents have to use various sources for email
17 address other than work email to correspond with their members; and
18

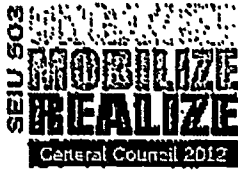
19 **WHEREAS,** the Local Presidents are called upon by the members of their Locals and
20 the Statewide Local to communicate with large numbers providing a Union Cell phone
21 and SEIU email address will ensure that all members of these Statewide Locals and Large
22 Locals will be able to contact their Local President with much more ease; now, therefore,
23

24 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That SEIU
25 Local 503, OPEU provide a cell phone with phone and data (text messaging) capabilities
26 and a SEIU.org email address to all Statewide Local Presidents and to Presidents of
27 Locals having more than five hundred (500) members.

Budget Impact / Cost Estimate: \$16,000 - \$20,000

8/12 Committee Recommendation:

Passed ___ Not Passed ___ Tabled ___ Withdrawn ___ Referred to/ Held in
Combined with ___ Committee ___



**Service Employees International Union
Local 503,
Oregon Public Employees Union**

Union Operations (UO #4)

- 1 **Subject:** Updating Our Union's Name
- 2 **Submitted by:** James Jacobson
- 3 **Author:** James Jacobson
- 4
- 5 **WHEREAS,** SEIU Local 503, OPEU now includes Care Providers, Nursing Home
- 6 workers, Private Non-profit agency workers, Adult Foster Home owner-workers,
- 7 univcrsity and state workers; now, therefore,
- 8
- 9 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That our
- 10 union will now be known as SEIU Local 503.

Budget Impact / Cost Estimate: \$500 - \$2,000			
8/12 Committee Recommendation:			
Passed___	Not Passed___	Tabled___	Withdrawn___
		Referred to/ Combined with___	Held in Committee___



**Service Employees International Union
Local 503,
Oregon Public Employees Union**

Economic and Social Policy/International Affairs (ESP/IA #1)

1 **Subject:** Single Payer Health Care
2 **Submitted by:** Retiree Local 001
3 **Authored by:** Bart Lewis

4
5 **WHEREAS**, millions of Americans do not have adequate health care due to the high cost
6 of health insurance; and

7
8 **WHEREAS**, the Board of Directors of SEIU Local 503, OPEU, at its March 2012
9 meeting, passed a motion in favor of a national single payer health care system; now,
10 therefore,

11
12 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That we
13 hereby endorse a national single payer health care system.

Budget Impact / Cost Estimate: None			
8/12 Committee Recommendation:			
Passed ___	Not Passed ___	Tabled ___	Withdrawn ___
		Referred to/ Combined with ___	Held in Committee ___

**EXHIBIT 6
Page 27 of 39**



**Service Employees International Union
Local 503,
Oregon Public Employees Union**

Economic and Social Policy/International Affairs (ESP/IA #2)

1 **Subject:** Economic Fairness
2 **Submitted by:** SEIU Local 503 Board of Directors
3 **Authored by:** Marc Niscnfeld
4

5 **WHEREAS**, more and more working and middle-class people are being squeezed by the
6 fallout of the Great Recession including unemployment, foreclosures, stagnating wages
7 and erosion of benefits; and
8

9 **WHEREAS**, we are living in a time of record income inequality, where the richest 10%
10 of Americans control two-thirds of the net wealth in our country; and
11

12 **WHEREAS**, large corporations have been deemed "too big to fail" and have achieved
13 "corporate personhood" shifting power even further from working and middle class
14 people; and
15

16 **WHEREAS**, some of our biggest corporations do not pay their fair share of taxes, thus
17 contributing to the defunding of public services and the suffering of our clients; and
18

19 **WHEREAS**, we have seen our own hard-earned wages and benefits be called "too rich"
20 because too many workers earn so little; and
21

22 **WHEREAS**, well financed political attacks on working people, such as Wisconsin
23 Governor Scott Walker's & the Koch brothers' attack on Wisconsin public workers,
24 continue to work to undermine working and middle class people; and
25

26 **WHEREAS**, we must defend the right to collective bargaining but also recognize that we
27 cannot address economic inequality through bargaining alone because our economic
28 conditions are not confined solely to the workplace but are impacted by many factors;
29 now, therefore,
30

31 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That SEIU
32 503 will work in coalition with other organizations to end the massive income inequality
33 in our country by waging fights to protect working people such as, but not limited to:
34

- 35 The fight to halt or limit foreclosures that have devastated our communities;
- 36 The fight for affordable health care;
- 37 The fight for retirement security;

38 The fight for affordable education; and
39 The fight for quality human services.

40
41 **BE IT FURTHER RESOLVED**, that SEIU 503 will hold big corporations accountable
42 by engaging in direct action to bring attention to economic injustices.

Budget Impact / Cost Estimate: None			
8/12 Committee Recommendation:			
Passed___	Not Passed___	Tabled___	Withdrawn___
			Referred to/ Combined with___
			Held in Committee___



**Service Employees International Union
Local 503,
Oregon Public Employees Union**

Economic and Social Policy/International Affairs (ESP/IA #3)

1 **Subject:** Winning on 2012 Ballot Measures
2 **Submitted by:** SEIU Local 503 Board of Directors
3 **Authored by:** Barbara Cascy
4

5 **WHEREAS,** SEIU 503 has defended our rights against anti-worker forces like Bill
6 Sizemore, Kevin Mannix and Lorne Parks who tried to pass initiatives like paycheck
7 protection and right-to-work over the years; and
8

9 **WHEREAS,** the level and volume of attacks on working people and unions in particular
10 have increased tremendously in the past two years with high profile fights in Wisconsin,
11 New Hampshire, Indiana and dozens of other states where union members are defending
12 their rights to collective bargaining and fighting right to work legislation; and
13

14 **WHEREAS,** in Oregon two different initiatives have been filed that attack the rights of
15 SEIU 503 members; one by Bill Sizemore and the other by lobbyist Mark Nelson; and
16

17 **WHEREAS,** both of these initiatives would devastate our ability to advocate in Salem
18 and elect candidates who share our values by eliminating workers' rights to use payroll
19 deduction for political purposes; and
20

21 **WHEREAS,** the last time we faced a similar initiative in 2008 we engaged in a massive
22 campaign only to defeat it by less than 1% of the vote; and
23

24 **WHEREAS,** SEIU 503 has not only defended our rights but also effectively used ballot
25 measures to advance the interests of working people by raising the minimum wage and
26 expanding collective bargaining rights to homecare workers; and
27

28 **WHEREAS,** Oregonians have suffered through four years of tough budget cuts costing
29 many workers their jobs, reducing access to vital services like child care, in-home care
30 and health care, increasing the workloads of many of our members to unhealthy and
31 unsafe levels and eroding workers' take-home pay and benefits; and
32

33 **WHEREAS,** the legislature and Governor have failed to act to reform Oregon's tax
34 system to ensure that corporations and wealthy Oregonians pay their fair share in taxes to
35 support public education, vital services and public safety; now, therefore,
36

37 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That SEIU
38 503 lead a campaign to defeat all anti-worker ballot measures on the November 2012
39 ballot that includes member education, phone banking and canvassing; and
40
41 **BE IT FURTHER RESOLVED**, that SEIU 503 use the ballot measure process to
42 advance support for securing new and enhanced sources of revenue to fund services and
43 good jobs.

Budget Impact / Cost Estimate: None			
8/12 Committee Recommendation:			
Passed___	Not Passed___	Tabled___	Withdrawn___
		Referred to/ Combined with___	Held in Committee___



**Service Employees International Union
Local 503,
Oregon Public Employees Union**

Economic and Social Policy/International Affairs (ESP/IA #4)

1 **Subject:** Principles for Healthcare Reform
2 **Submitted by:** SEIU Local 503 Board of Directors
3 **Authored by:** Keary Debeck
4

5 **WHEREAS**, thousands of SEIU 503 members do not currently have employer-based
6 healthcare; and
7

8 **WHEREAS**, many members who do have employer-based healthcare are seeing it
9 eroded either at the bargaining table or through plan design changes; and
10

11 **WHEREAS**, the cost of healthcare continues to skyrocket, impacting members directly
12 via premiums and co-pays and indirectly in collective bargaining via the pressure
13 healthcare costs have placed on available funds; and
14

15 **WHEREAS**, wellness programs can play an important role in improving individual
16 health and containing costs but, if done poorly, can be ineffective and experienced as
17 punitive; and
18

19 **WHEREAS**, the Health Engagement Model of the Public Employee Benefits Board has
20 been poorly structured and horribly presented, leading to great distrust among PEIU
21 members and increased costs for many; and
22

23 **WHEREAS**, healthcare reforms continue on federal and state levels, providing
24 opportunities and also risks; now, therefore,
25

26 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That SEIU
27 503 adopts the following principles for healthcare reform:
28

- 29 ● Access, so that healthcare is available to all who need it; and
- 30 ● Affordability, so that no one has to choose between paying rent and going
31 to the doctor; and
- 32 ● Choice, so that individual ownership, privacy, and self-determination is
33 respected.
34

35 **BE IT FURTHER RESOLVED**, that these principles should guide the actions and
36 deliberations of all SEIU 503 members and staff, including our bargaining teams, chief
37 negotiators, PEBB representatives and political staff.

Budget Impact / Cost Estimate: None			
8/12 Committee Recommendation:			
Passed	Not Passed	Tabled	Withdrawn
		Referred to/ Combined with	Held in Committee



**Service Employees International Union
Local 503,
Oregon Public Employees Union**

Economic and Social Policy/International Affairs (ESP/IA #5)

1 **Subject:** Re-Electing President Obama
2 **Submitted by:** SEIU Local 503 Board of Directors
3 **Authored by:** James Jacobson
4

5 **WHEREAS**, President Obama, who was elected in 2008 in the spirit of hope and with
6 the promise of change, remains the best candidate through which we can advance this
7 important pro-worker agenda. He successfully signed into law the historic *Affordable*
8 *Care Act*, Wall Street Reform, the *Lilly Ledbetter Fair Pay Act*, made higher education
9 more accessible to low- and middle-income students, and increased resources for state
10 and local government quality public services through the *American Recovery and*
11 *Reinvestment Act*—all in the face of unrelenting opposition from right-wing extremists in
12 Congress; and
13

14 **WHEREAS**, President Obama is the candidate most committed to leading the charge to
15 put America back to work, to rebuild our roads and bridges and crumbling infrastructure,
16 to rehire our teachers and first responders, to put the needs of working and middle-class
17 Americans ahead of the interests of big businesses and billionaires, and to require
18 corporations and the rich to pay their fair share of taxes; and
19

20 **WHEREAS**, President Obama is committed to protecting Medicare and Medicaid, Social
21 Security, and quality public services, has denounced the dishonest and destructive
22 attempts to strip collective bargaining rights away from workers, and has pledged to
23 create a comprehensive immigration system that serves the interests of workers,
24 employers, and our nation as a whole; now, therefore,
25

26 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That SEIU
27 503 will work in coordination with SEIU Locals across the country for the re-election of
28 President Obama in November 2012.

Budget Impact / Cost Estimate: None

8/12 Committee Recommendation:

Passed	Not Passed	Tabled	Withdrawn	Referred to/ Combined with	Held in Committee
___	___	___	___	___	___

**EXHIBIT 6
Page 34 of 39**



**Service Employees International Union
Local 503,
Oregon Public Employees Union**

Economic and Social Policy/International Affairs (ESP/IA #6)

1 **Subject:** Retirement Security for All
2 **Submitted by:** SEIU Local 503 Board of Directors
3 **Authored by:** Linda Burgin
4

5 **WHEREAS**, the United States is in the throws of a retirement crisis; and
6

7 **WHEREAS**, the 3-legged stool of Social Security, pensions, and savings that the labor
8 movement worked so hard and so effectively to build in the 20th century to provide
9 retirement security is broken, with three-quarters of retirees relying on Social Security
10 alone for at least 75% of their income; and
11

12 **WHEREAS**, the majority of working people, including thousands of SEIU 503
13 members, have no pension and very little savings, leaving them facing retirement with
14 nothing but Social Security, which by itself is inadequate to keep a retiree out of poverty;
15 and
16

17 **WHEREAS**, pensions for the majority of private sector workers have ceased to exist,
18 replaced by 401(k)s at best, or no retirement plan at all; and
19

20 **WHEREAS**, the right-wing has seized the opportunity to attack the one group of workers
21 who continue to have secure defined benefit pensions, public employees, with dozens of
22 efforts to undermine the Public Employee Retirement System; and
23

24 **WHEREAS**, opponents of public workers have fanned the flames of resentment among
25 private sector workers facing their own retirement crisis, sucking some taxpayers into
26 believing that if they can't retire with security, they shouldn't be paying taxes so that
27 public workers can; and
28

29 **WHEREAS**, there has been a successful parallel right-wing campaign to undermine
30 Social Security by convincing many Americans that Social Security is unstable and won't
31 be there to provide benefits to younger workers; now, therefore,
32

33 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That SEIU
34 503 will campaign in coalition with labor and progressive allies to protect and strengthen
35 Social Security, the nation's most effective anti-poverty program; and
36

37 **BE IT FURTHER RESOLVED**, that SEIU 503 will continue to fight and win to protect
38 **PERS**, by working with other public sector union allies and advocating for the
39 responsible investment of pension monies to create jobs at home, generate sustainable
40 investment returns, and improve our infrastructure so that our economy can compete
41 globally; and

42
43 **BE IT FURTHER RESOLVED**, that SEIU 503 will support the creation of new and
44 innovative private sector retirement models that lead to greater retirement security for all
45 workers who don't currently have a pension; and

46
47 **BE IT FURTHER RESOLVED**, that SEIU 503 will investigate all available options,
48 including but not limited to ballot measures, to advance the cause of retirement security
49 for all Oregonians.

Budget Impact / Cost Estimate: None			
8/12 Committee Recommendation:			
Passed___	Not Passed___	Tabled___	Withdrawn___
		Referred to/ Combined with___	Held in Committee___



Service Employees International Union
Local 503,
Oregon Public Employees Union

Employee Representation (ER #1)

1 **Subject:** Supporting Oregon's Non-Traditional Health Care Workforce
2 **Submitted by:** SEIU Local 503 Board of Directors
3 **Authored by:** Rebecca Sandoval
4

5 **WHEREAS**, the 2011 Oregon State Legislature passed SB 1580 which will launch
6 Coordinated Care Organizations aimed at better serving Oregon Health Plan members
7 with a focus on improved health; and
8

9 **WHEREAS**, the Act mandates that Oregon Health Plan members:

10
11 Must have access to advocates, including qualified peer wellness
12 specialists where appropriate, personal health navigators, and qualified
13 community health workers who are part of the member's care team to
14 provide assistance that is culturally and linguistically appropriate to the
15 member's need to access appropriate services and participate in processes
16 affecting the member's care and services.
17

18 ; and
19

20 **WHEREAS**, the implementation of this law will require the creation of a new non-
21 traditional health care workforce of peer wellness specialists, personal health navigators
22 and community health workers; and
23

24 **WHEREAS**, the organizing of workers in professions such as Homecare has stabilized
25 the workforce, expanded training opportunities, improved the quality of care, increased
26 wages and access to health care for workers; and
27

28 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That SEIU
29 503 will work with the emerging workforce of non-traditional health care workers to
30 achieve an organized voice to advocate for themselves and the services they provide as
31 part of SEIU 503.

Budget Impact / Cost Estimate: None

8/12 Committee Recommendation:

Passed	Not Passed	Tabled	Withdrawn	Referred to/ Combined with	Held in Committee
___	___	___	___	___	___



Service Employees International Union
Local 503,
Oregon Public Employees Union

Employee Representation (ER #2)

1 **Subject:** Organizing Private Sector Workers
2 **Submitted by:** SEIU Local 503 Board of Directors
3 **Authored by:** Judy Byers
4

5 **WHEREAS,** SEIU 503 seeks to improve the lives of all Oregonians and ensure vibrant
6 communities by raising standards of wages, benefits and working conditions for all
7 workers; and
8

9 **WHEREAS,** this year in Oregon we have experienced a small increase in the number of
10 workers in unions but it still remains that less than 7% of Private Sector workers belong
11 to unions nationally; and
12

13 **WHEREAS,** our ability to maintain and raise standards for public sector members is
14 threatened by low levels of private sector unionization and the lack of benefits and job
15 protections common in non-union private sector jobs; and
16

17 **WHEREAS,** outsourcing becomes a more attractive option for public employers when
18 those private sector outsourced workers are unorganized; and
19

20 **WHEREAS,** SEIU 503 currently represents private sector workers in nursing homes and
21 private non-profit agencies and our ability to raise standards in these industries depends
22 on building union density; now, therefore,
23

24 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That SEIU
25 503 will continue to organize private sector workers in nursing homes and private non-
26 profit agencies; and
27

28 **BE IT FURTHER RESOLVED** that SEIU 503 will support campaigns to organize
29 private sector workers through campaigns initiated by other SEIU Locals, the
30 International Union and other unions.

Budget Impact / Cost Estimate: None			
8/12 Committee Recommendation:			
Passed___	Not Passed___	Tabled___	Withdrawn___
		Referred to/ Combined with___	Held in Committee___



**Service Employees International Union
Local 503,
Oregon Public Employees Union**

Employee Representation (ER #3)

1 **Subject:** Domestic Partner Parity
2 **Submitted by:** SEIU Local 503 Board of Directors
3 **Author:** SEIU 503 Lavender Caucus
4

5 **WHEREAS,** SEIU 503 has recognized and supported equality and nondiscrimination in
6 the workplace for lesbians and gays; and
7

8 **WHEREAS,** the State of Oregon has recognized the legal status of Domestic
9 Partnerships since the passage of the House Bill 2007, also known as the Oregon Family
10 Fairness Act; and
11

12 **WHEREAS,** SEIU 503 will continue to strive for economic parity and equality for all
13 members; and
14

15 **WHEREAS,** SEIU 503 members who insure their legal domestic partners on their health
16 insurance must pay additional income taxes, Social Security and Medicare taxes, on the
17 imputed value of the health care, unlike legally married heterosexual members; and
18

19 **WHEREAS,** because these taxes can be several hundred dollars a month, providing
20 health care for a domestic partner can result in financial hardship, and results in a
21 disparate treatment of lesbian and gay SEIU members who insure their domestic partners;
22 now, therefore,
23

24 **BE IT RESOLVED** by the General Council of SEIU Local 503, OPEU: That SEIU
25 503 will support bargaining delegates who introduce language which provides economic
26 parity for SEIU members who include their legal domestic partner on their health
27 insurance.

Budget Impact / Cost Estimate: None			
8/12 Committee Recommendation:			
Passed ___	Not Passed ___	Tabled ___	Withdrawn ___
		Referred to/ Combined with ___	Held in Committee ___

Verified Correct Copy of Original 4/28/2015.

Hand delivery and via email
June 25, 2012

RECEIVED

JUN 25 2012

**SEIU Local 503
OPEU**

President Linda Burgin
Secretary Treasurer Barbara Casey
SEIU Local 503, OPEU
1730 Commercial Street South
Salem, OR 97308

President Burgin and Secretary Treasurer Casey:

In accordance with Oregon non-profit corporation statutes, I hereby provide you with notice of my demand to inspect and copy, five days hence—on or before Monday, July 2, 2012, the membership list of this Oregon non-profit corporation consisting of all elected or appointed delegates and alternates to the SEIU Local 503, OPEU 2012 General Council announced to be held August 2 through 4, 2012. Please also identify which delegates are appointed as members or chairs of all General Council committees charged with responsibility for resolutions.

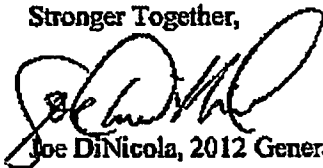
I seek inspection of this membership list in good faith and to obtain the opportunity to copy it for the proper purpose of communicating with members concerning the official business of the 2012 General Council meeting. I wish to communicate with all elected General Council delegates and alternate delegates about matters before the 2012 General Council that require voting to approve resolutions, an annual budget and any union and Oregon nonprofit corporation governance matters placed or planned to be placed before 2012 General Council delegates. In particular, for example, I specifically wish to communicate with members about various matters referred to on the attached list titled "2012 General Council Resolution Log."

In response to this inspection request, please provide the membership list that includes the 2012 General Council delegate names, who the delegates represent, contact telephone number, street and required electronic addresses for each elected or appointed delegate. Please provide an estimate of anticipated reasonable copying fees no later than 24 hours prior to the July 2, 2012 inspection date.

If any union General Council delegate, officer and/or membership list is created or provided in electronic or paper format to any SEIU Local 503, OPEU officer, member or employee, please provide those files that consist of the 2012 General Council delegate and alternate membership list to me. Please email any electronic file to me at the official union email address you regularly communicate with, listed below.

Thank you in advance for your timely attention and response to this request.

Stronger Together,



Joe DiNicola, 2012 General Council Delegate
Immediate Past President [Junior Past President]
SEIU Local 503, OPEU
c/o P.O. Box 1002
Salem, OR 97308
email: jp.presidentjoe@gmail.com

Attachment

cc: Heather Conroy, SEIU Local 503, OPEU Registered Agent

**EXHIBIT 7
Page 1 of 3**



**SEIU Local 503 General Council 2012
RESOLUTIONS LOG**

Member Affairs:

- 1. Building Political Power: Candidate Training Accountability and Voter Registration**
- 2. Leadership Development and Member Action**
- 3. Preparing for 2013**
- 4. Racial Equality**
- 5. SEIU 503 Takes a Position of Strength**
- 6. Labor History Education**

Bylaws:

- 1. Terminated Members Shall Stay Active When Appealing their Termination**
- 2. Retirees Can Hold Statewide Office**
- 3. Paid Staff Should Not be Members of SEIU 503**
- 4. Maintaining SEIU 503 Membership While Serving as Statewide President**
- 5. Board of Director and Statewide Officers Terms of Office**
- 6. Assistant Directors**

Union Operations:

- 1. Putting Some SEIU 503 Skin into Health Care**
- 2. Dues Abatement for Chief Stewards**
- 3. Cell Phone & SEIU Email Addresses for Statewide Locals & Locals Having More than 500 Members**
- 4. Updating our Union's Name**

ESP/A

- 1. Single Payer Health Care**
- 2. Economic Fairness**
- 3. Winning on 2012 Ballot Measures**
- 4. Principals for Healthcare Reform**
- 5. Re-electing President Obama**
- 6. Retirement Security for All**

Employee Rep

- 1. Supporting Oregon's Non-Traditional Health Care Workforce**
- 2. Organizing Private Sector Workers**
- 3. Domestic Partner Parity**
- 4. Arbitration Screening**
- 5. Contracting**



Service Employees International Union, Local 503, OPEU

Verified Correct Copy of Original 4/27/12

June 27, 2012

SENT VIA E-MAIL AND FIRST CLASS MAIL

Joe DiNicola
P.O. Box 1002
Salem, OR 97308-1002

Immediate Past President DiNicola:

I am in receipt of your 6/25/12 letter addressed to Secretary-Treasurer Barbara Casey and me, in which you provide notice of your demand to be provided with certain information relating to 2012 General Council delegates. You assert your demand/request is in "accordance with Oregon non-profit statutes", although you fail to cite any specific statute or provision.

In 2010 you made a similar request. By letter dated 7/26/10, then Executive Director Leslie Frane and I denied your request. I have enclosed a copy of that letter for your reference. Because the circumstances and applicable legal principles have not changed, your current demand is denied for the same reasons set out in the 7/26/10 letter.

Sincerely,

Linda J. Burgin, President
SEIU 503, OPEU

LJB:rjr

Attachment

EXHIBIT 8
Page 1 of 2

Salem Headquarters	Bend	Portland	Corvallis	Medford	Eugene	Pendleton
1730 Commercial St. SE PO Box 12159 Salem, OR 97309-0159 503-581-1526 800-452-2148 (Fax) 503-631-1664	525 SE Second St Suite C Bend, OR 97102-1758 541-385-8471 800-832-0593 (Fax) 541-388-9078	6401 SE Foster Rd. Portland, OR 97206-4859 503-408-4390 800-527-9374 (Fax) 503-408-4089	Physical site/ De Nat Mall 606 SW 15th St Rm 109 Corvallis, OR 97331-4606 541-757-0180 (Fax) 541-752-0241	1257 N. Riverside #7 Medford, OR 97501 541-779-4324 800-452-7885 (Fax) 541-779-4325	488 E. 11th Ave. Suite 100-B Eugene, OR 97401-3501 541-542-1055 800-521-2448 (Fax) 541-342-2932	820 SW Frazer, Suite 120 Pendleton, OR 97801-2839 541-276-4883 800-452-8148 (Fax) 541-276-4984

Verified Correct Copy of Original 4/28/2015



Service Employees International Union, Local 503, OPEU

SENT VIA EMAIL AND REGULAR MAIL

July 26, 2010

Joe DiNicola
PO BOX 1002
Salem OR 97308

Past President DiNicola:

This correspondence is in response to your request for information dated July 18, 2010,
submitted to me and Secretary Treasurer, Barbara Casey, as well as your follow-up
correspondence addressed to Leslie Frane dated July 22, 2010.

As explained by Ms. Casey, the cited basis for your information request is ORS Chapter 65. That statute, however, does not apply to SEIU Local 503, OPEU (the Union). Rather, the non-profit corporation statute that applies to the Union is the Oregon Non-Profit Corporation Act, 1941 Oregon Laws, Chapter 462. Chapter 462 contains no provision that requires the Union to disclose or turn over the sort of information you have requested.

Chapter 462 does contain a provision [Section 6(5)], however, that permits the Union: "To make bylaws, not inconsistent with any existing law, for the government of its affairs and the management of its property." And, while the Union's governing documents do authorize and/or require the Union to turn over certain membership lists and other information, they contain no provision requiring and/or authorizing the Union to turn over the information you have requested. Therefore, your request is denied.

Sincerely,

Linda Burgin
President

Leslie Frane
Executive Director

Salem Headquarters 1730 Commercial St. SE PO Box 12159 Salem, OR 97309-0159 503-581-1505 800-492-2140 (Fax) 503 581-1684	Bend 923 SE Second St Suite 2 Bend, OR 97702-1750 541-325-0471 800-832-0893 (Fax) 541-388-9078	Portland 6401 SE Foster Rd. Portland, OR 97206-4559 503-403-4030 800-627-3874 (Fax) 503-408-4059	Corvallis Physical site/ Do Not Mail 606 SW 15th St. Rm 109 Corvallis, OR 97331-4508 541-752-0121 (Fax) 541-752-0241	Medford 1207 N. Riverside St Medford, OR 97501 541-779-4324 800-452-7985 (Fax) 541-770-4325	Eugene 488 E. 11th Ave. Suite 100-0 Eugene, OR 97401-2600 541-242-1339 800-521-3445 (Fax) 541-342-2992	Pendleton 200 SE Hailey Ave., Suite 202 Pendleton, OR 97801 3069 541-276-1983 800-452-8140 (Fax) 541-276-1934
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EXHIBIT 8
Page 2 of 2

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MAY 01 2013

IN THE CIRCUIT COURT OF OREGON
Marion County Circuit Court FOR THE COUNTY OF MARION

STATE OF OREGON
Marion County Circuit Courts
APR 30 2013
FILED

JOSEPH DiNICOLA, an individual

Plaintiff,

v.

**SERVICE EMPLOYEES
INTERNATIONAL UNION LOCAL
503, OREGON PUBLIC EMPLOYEES
UNION, an Oregon nonprofit corporation**

Defendant.

Case No. 12C18681

**APRIL 30, 2013 DECLARATION OF
JOSEPH DiNICOLA**

12C18681
DD
Declaration
2594163



I, Joseph DiNicola, declare and testify upon my own personal knowledge as follows:

1. I am the plaintiff in this action. I have filed previous declarations in this case dated July 12, 2012, July 24, 2012, August 10, 2012 and April 5, 2013 describing my public employment and active involvement in SEIU-503 over the past 25-years in which I have been a dues paying member in the non-profit corporation.
2. After my two complete consecutive terms as SEIU-503 president ended in November of 2008, Linda Burgin ("Burgin") was installed as statewide president, in accordance with the then-in-force Constitution and Bylaws of SEIU-503, I was

Page 1 – **APRIL 30, 2013 DECLARATION OF JOSEPH DiNICOLA**

DiNicola v. Service Employees International Union Local 503, Oregon Public Employees Union

JB

- 1 automatically installed to the non-voting “Board of Directors” (hereinafter
2 “Board”) and General Council delegate position of “Immediate Past President.”
- 3 3. Based on my review of publicly available publications of SEIU-503, I am aware
4 that the current position named “Immediate Past President” was previously named
5 “Junior Past President” in the original 1945 Articles of Incorporation for *former*
6 Oregon State Employees Association (“OSEA”) as well as in the official
7 newsletters published by OSEA.
- 8 4. During the January 11, 2009 meeting of the SEIU-503 Board, I brought a copy of
9 *The Oregon Nonprofit Corporation Handbook* by Cynthia Cumfer and Kay Sohl
10 in order to discuss material in the *Handbook* related to how to conduct votes of a
11 nonprofit corporation. During the meeting I asked Marc Stefan (“Stefan”), SEIU-
12 503’s house counsel, whether SEIU-503 is an Oregon nonprofit corporation;
13 Stefan said he did not know. I requested during the meeting that research be
14 undertaken on that issue. Later, after I had shared the information from the
15 *Handbook* with members present during the meeting, Stefan asked me if he could
16 review the *Handbook*, which I gave to him. He returned the *Handbook* to me by
17 the end of the meeting.
- 18 5. Attached as **Exhibit 19** is email correspondence between myself and Burgin on or
19 about March of 2009 relating my request that Burgin put an item on the upcoming
20 Board meeting agenda concerning defendant’s status as Oregon nonprofit
21 corporation. As indicated in the correspondence, the matter was ultimately placed
22 on the May 16, 2009 Board agenda and presentation of a report on corporate status
23 was planned for the meeting.
- 24 6. Attached as **Exhibit 3** are the minutes of the May 16, 2009 Board meeting, which
25 were distributed to me by Burgin after the meeting on June 26, 2009. I observed

1 and participated in the discussion reflected in the minutes when Stefan proposed
2 and recommended causing the Oregon nonprofit corporate status of SEIU-503 to
3 lapse through the means of failing to pay and file required fees and documents
4 with the Oregon Secretary of State (“Secretary”). As a non-voting member of the
5 Board, I stated my objection to the motion. As reflected in **Exhibit 3**, the vote on
6 “dissolving” the corporation by failing to file fees and documents with the
7 Secretary was approved by roll call vote resulting in nine yea votes, eight nay
8 votes and three abstentions. SEIU-503 is required to maintain an audio recording
9 of Board meetings and to keep them on file as permanent records.

10 7. On about June 26, 2009, SEIU-503 President Burgin sent me the email attached as
11 **Exhibit 1, Pgs 1-2**, in preparation for the July 11, 2009 “Board of Directors”
12 meeting. Multiple documents were attached to this email. One of those documents
13 was an agenda for the July 11, 2009 Board meeting, which is attached as **Exhibit**
14 **18**, and included the agenda item set forth below:

- 15 “Private Non-Profit Corporate Status
- 16 ▪ Motion to Rescind the 5/16/09 Motion
- 17 ▪ Questions & Answers.”

18 Another document included in Burgin’s email of June 26, 2009 was a document
19 entitled “Q and As Regarding Corporate Status,” which is attached as **Exhibit 1,**
20 **Pgs 3-14.**

21 8. On about July 10, 2009, I sent an email addressed to President Burgin and SEIU-
22 503 Secretary Treasurer Barbara Casey (“Casey”) and SEIU-503 Board members,
23 via the SEIU-503 “list serve,” which is attached as **Exhibit 2**. My July 10, 2009
24 email requested that Burgin and Casey correct the minutes of the May 16, 2009
25 Board meeting in several significant aspects. Among several concerns, I requested

1 that a signature and contact information for any attorney preparing advice to the
2 Board be affixed to the document itself and requested specifically that the author
3 preparing the Q & As document that had been submitted to Board members be
4 identified.

5 9. I attended the SEIU-503 Board meeting on July 11, 2009. After the Board
6 rescinded its May 16, 2009 motion to allow the nonprofit corporate status to lapse
7 by failing to pay necessary fees to the Secretary, I made a motion that SEIU-503
8 come into compliance with Oregon law. My motion was seconded, but was
9 subsequently tabled indefinitely by majority vote of the Board.

10 10. On about August 28, 2009, I received an email from Burgin transmitting the
11 SEIU-503 Board minutes of the July 11, 2009 meeting. Relevant excerpts of these
12 minutes are attached as **Exhibit 4**. The minutes report two actions of the Board
13 regarding SEIU-503 corporate status as follows:

14 **“Private Non-Profit Corporate Status**

15 “Additional information was provided to Board members regarding the
16 history and background of the PNP corporate status of our union.
17 Discussion ensued about whether the status should be changed and if so,
18 what is the appropriate means for enacting a change.

19 **“M/S/C to rescind the motion regarding PNP corporate status made at
the 5/16/09 Board meeting.**

20 **“M/S/F to implement changes as proposed in the 1981 General Council
21 resolution regarding our articles of incorporation.**

22 “M/S to direct SEIU Local 503 staff to take immediate steps to become in
23 compliance with the provisions of Oregon law consistent with the
24 provisions of our C&Bs and SEIU International Ethics Policy.

25 “Discussion ensued.

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“M/S/C to table the motion indefinitely.”

11. Based upon ORS Chapter 65, after the Board failed to address or even consider my motion to direct SEIU-503 staff to come into compliance with Oregon law, beginning on around September 12, 2009, I submitted for inclusion in the official minutes of each of the SEIU-503 Board and Executive Committee meetings that I attended a “Notice of Dissent and Objection – SEIU Local 503, OPEU Non-Compliance with Oregon Nonprofit Corporation Status” (“Dissent”). Based on information available to me personally about the operations of SEIU-503, the subsequent Dissents I submitted to the SEIU-503 president and secretary treasurer for the record addressed various concerns I had on the dates of each of the following Board and Executive Committee meetings: September 12, 2009; October 1, 2009; November 14, 2009; December 12, 2009; February 6, 2010 and June 12, 2010. To date, the concerns raised in my Dissents have not been resolved in accordance with Oregon law.

12. Attached as **Exhibit 5** are excerpts of the January 9, 2010 Board meeting minutes, which I received from President Burgin via email. I was granted excused absence from the January 9, 2010 Board meeting and did not attend that meeting. The minutes reflect the occurrence of a presentation by attorney Greg Hartman regarding SEIU-503’s corporate status and records that presentation in the following terms:

“Corporate Status

“Attorney Greg Hartman gave a presentation on issues related to the Union’s corporate non- profit status. Board members asked questions and got clarification on issues related to our corporate non-profit status.

“Some Board members asked for a document laying out the issues that Greg

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highlighted, with more detail than our minutes generally provide. Leslie [Frane] agreed to work with Greg Hartman to prepare a summary of Greg’s presentation on our corporate non-profit status. (See addendum, which was sent to Board members on 2/4/2010.)

“M/S/C Linda Burgin will work with legal counsel to draft an amendment to our articles of incorporation and to bring that amendment to the Rules Committee and then back to our Board meeting in March, at which point the Board will review the resolution and vote on sending it to General Council as a resolution.”

13. Attached as **Exhibit 6** is an email I received from Frane along with a copy of the email attachment consisting of a summary of attorney Greg Hartman’s presentation about SEIU-503’s corporate status to the Board on January 9, 2010. The attachment was a Microsoft Word document. I know that when you have a Microsoft Word document you can click on “properties” and see the “author” of the document. **Page 3 of Exhibit 6** is a computer screen shot showing this aspect of the Microsoft Word document transmitted to me by Frane. The screen shot lists Marc Stefan as the “author” of the Microsoft Word document I received from Frane summarizing Greg Hartman’s presentation.
14. Attached as **Exhibit 7** is a Dissent I filed with Burgin and Casey during the February 6, 2010 SEIU-503 Executive Committee, I filed this Dissent based on my review of the email and associated documents I received from Frane, which are attached as **Exhibit 6**.
15. During the 2010 General Council I was present as a delegate in the position of “Immediate Past President” (i.e., “Junior Past President”). I filed a Dissent on each day of the August 5, 6 and 7 proceedings of 2010 General Council because I had a concern that SEIU-503 was not in compliance with Oregon law and its Articles. The dissents I filed are attached as **Exhibits 8, 9, and 10**.

- 1 16. On around March 1, 2010, I received an email from Burgin transmitting a 2010
2 General Council resolution “directing the amendment of our Articles of
3 Incorporation,” the Articles marked with proposed deletions and additions, and a
4 second version of the Frane memo “summarizing Greg Hartman’s presentation.”
5 These documents are attached as **Exhibit 11**. **Page 3 of Exhibit 11** is a screen shot
6 listing the “author” of the Hartman presentation memo received from Burgin as
7 Marc Stefan. I received a second email from Burgin, attached as **Exhibit 12**,
8 containing a different version of the Hartman presentation memo a few minutes
9 later on March 1, 2010.
- 10 17. Attached as **Exhibit 13** are the minutes of the March 13, 2010 Board meeting,
11 which I obtained from Burgin on or around April 30, 2010. I was granted excused
12 absence from the March 13, 2010 Board meeting and did not attend. Based on the
13 minutes, it is my understanding the Board took action at the March 13, 2010
14 meeting to approve and sponsor a 2010 General Council resolution to amend the
15 Articles of Incorporation.
- 16 18. Attached as **Exhibit 14** are documents I received as part of my General Council
17 resolution packet in advance of the 2010 General Council. The documents
18 included in the exhibit include a resolution to amended SEIU-503’s Articles of
19 Incorporation reflecting additions, deletions, and explanations for the proposed
20 amendments. The 2010 General Council approved this resolution on August 6,
21 2010, which was the same day I filed the Dissent to the proceedings of the 2010
22 General Council, attached as **Exhibit 9**.
- 23 19. Attached as **Exhibit 15** is an excerpt of the 2010 SEIU-503 Department of Labor
24 LM2 (“LM2”) reflecting a total of 33,931 members, 44 staff members and 413
25 retiree members of SEIU-503 with “voting eligibility” as of September 30, 2010.

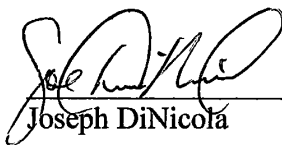
1 20. Attached as **Exhibit 16** is the SEIU-503 “2010 Official General Council Delegate
2 Calculation Report,” which establishes the number of available General Council
3 delegate positions. This report indicates there were a total of 403 available
4 delegate positions to the 2010 General Council.

5 21. The Articles of Amendment filed with the Secretary of State after the 2010
6 General Council are attached as **Exhibit 17**. The Amended Articles of
7 Incorporation filed by SEIU-503 on August 31, 2010, subsequent to the August 6,
8 2010 action of the 2010 General Council, state that they were adopted at a meeting
9 of “members.” Based on my personal knowledge, the 2010 General Council was
10 not a “meeting of members” and no meeting of the SEIU-503 corporation’s
11 “membership” took place on August 6,

12 22. To my knowledge, the Amended Articles of Incorporation, attached as **Exhibit 17**,
13 “approved” by the General Council on August 31, 2010, were never submitted to a
14 member vote or approved by 2/3 of members voting thereon anytime before or
15 after the August 5-7, 2010 General Council.

16 I hereby declare that the above statement is true to the best of my knowledge and belief,
17 and that I understand it is made for use as evidence in court and is subject to penalty for
18 perjury.

DATED this 30th day of April, 2013.

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22 _____
Joseph DiNicola

_ Verified Correct Copy of Original 4/28/2015.

From: "Linda Burgin" <burgin@opeuseiu.org>
Subject: [Board] FW: BOD materials
Date: June 26, 2009 3:28:00 PM PDT
To: <board@lserve.opeuseiu.org>
Cc: 'Arthur Towers' <towersa@opeuseiu.org>, 'Danica Finley' <finleyd@opeuseiu.org>, local99vp1@msn.com, 'Kathie Best' <bestk@opeuseiu.org>, 'Cheryl Willcoxen' <willcoxenc@opeuseiu.org>, stefanm@opeuseiu.org
Reply-To: List for SEIU 503 Board members <board@lserve.opeuseiu.org>
▶ 10 Attachments, 957 KB

Board Directors & Assistant Directors,

Attached is the Agenda for the 7/11/09 Board Meeting, with attachments for your review.

As was requested, one of the attachments is the questions and answers document regarding corporate status. If you have other questions, please email me or Marc Stefan. Note: We now believe that a change in corporate status requires a General Council resolution, so I will be entertaining a motion to rescind our 5/16/09 motion regarding this issue.

The International Union has adopted the ethics policy that we reviewed a few months ago. You will receive a hard copy of the policy in the Board packet, which is being mailed today.

I look forward to seeing all of you on July 11th!

Linda

Linda J. Burgin, President
SEIU 503, OPEU
503-581-1505, ext. 124
503-409-1849 (cell)

From: Elvira Chavez [mailto:chavez@opeuseiu.org]
Sent: Thursday, June 25, 2009 1:47 PM
To: burgin@opeuseiu.org
Subject: BOD materials

Here are all the materials that are going into the BOD packet

Elvira Chavez

MEMORANDUM

Date: April 6, 2009
To: Board of Directors
From: Linda J. Burgin, President
Re: Board and Executive Committee Meeting Dates for 2010 (Draft)

July 11, 2009 – Board
August 8, 2009 – Executive Committee
September 12, 2009 – Board
October 10, 2009 – Executive Committee
November 14, 2009 – Board (Veteran's Day is Wednesday 11th)
December 12, 2009 – Executive Committee

Proposed Dates for Board and Executive Committee Meetings

January 9, 2010 – Board
February 6, 2010 – Executive Committee (Adjusted for Valentine's & President's Day)
March 6, 2010 – Board
April 10, 2010 – Executive Committee
May 15, 2010 – Board (Adjusted for Mother's Day)
June 12, 2010 – Executive Committee
July 10, 2010 – Board
August 4, 2010 – Pre-General Council Board Meeting
August 4-7 2010 – General Council

August 8, 2010 - Board (Statewide Officers and Board Elect Members)
October 9, 2010 - Executive Committee
November 13, 2010 - Board (Veteran's Day is Thursday the 11th)
December 11, 2010 - Executive Committee

2009_BOD_1...doc (50.0 KB)

Break_out_no...pdf (208 KB) Exec Cmte 6...pdf (32.3 KB) final May 15...pdf (39.0 KB)

Global Call to Action: Reclaim the "Spirit of Seattle" on December 5, 2009

A decade ago, tens of thousands of people converged in Seattle, Washington to protest the ministerial meeting of the World Trade Organization. Directly confronting scores of the planet's most powerful corporations, governments and security forces, these activists made history by successfully derailing the WTO's expansionist agenda.

Today, we find ourselves in the midst of the worst economic and environmental crises in generations. The same corporate interests confronted in Seattle are attempting to exploit these crises in order to concentrate their own power. We need to fight back. It is time to reclaim the "Spirit of Seattle," come together as affected communities and take control over the policy decisions that affect our economic and ecological well-being.

A broad coalition of labor, environmental, faith, human rights and community activists is calling on people everywhere to celebrate the 10-year anniversary of the Seattle protests on Saturday, December 5, 2009 by organizing events in their own communities.

On D5, people across the United States and beyond will demand:

- As end to any further expansion of the unbalanced, "free trade" model. We'll let elected officials know we've had enough of trade agreements that lead to a collective race to the bottom for workers in the United States and across the world; that worsen global poverty; push small farmers off their lands; force migration; increase carbon emissions; destroy the environment; deregulate banks; weaken consumer safety; and disappear the middle class.
- The prioritization of human needs over corporate greed. From global trade to global warming, financial services to health care, "free market" corporate rule has been a disaster for most of the world's people. Rich corporations have had their say. We'll work together to take control of the decisions that affect our lives and the planet.

These D5 celebrations are envisioned as "big tent" events. They will be a time to highlight the connections between different progressive issues, and strengthen relationships between people working on those issues. The WTO protests famously brought together "Toasters and Turtles." Let's use the anniversary of that historic alliance to work together again.

D5 is also an opportunity to reach out to neighbors and educate them on the importance of organizing and activism. The Seattle protests helped alter the course of global trade policy. D5 is a time to celebrate our victories, and reinforce the message that public engagement and grassroots resistance makes a real difference.

Local organizing committees will decide for themselves what issues, targets and tactics to prioritize on December 5th, but are encouraged to visit the forthcoming website www.December5.org to share information about upcoming planning meetings and events, and to start coordinating with others throughout the country and the world.

Help Make "D5" a Success in Oregon!
A broad coalition of organizations and activists is already planning a large-scale indoor rally and outdoor action for "D5" in Portland, and want people from around the state to participate. These events will call for an end to any expansion of harmful trade policies, and include other timely demands about prioritizing people over corporate profits. Your organization is invited to get involved in making this a success.

Q and A's Re...pdf (491 KB) Retiree Local...pdf (21.0 KB) Agenda BOD...pdf (12.3 KB) 5.16.09 BOD...pdf (35.5 KB)

Q and As REGARDING CORPORATE STATUS

INTRODUCTION

This packet of information is being provided to respond to a number of questions that were raised by Board Members following the 5/16/09 Board Meeting where a motion was passed that would allow the Union's private non-profit status to lapse. As explained below (see Question 6), additional research has uncovered information that indicates the more prudent course would be for the Board to submit a resolution to the next General Council seeking approval of allowing the Union's corporate status to lapse.

The conclusions and recommendations advanced at the May Board meeting and set forth below are drawn from a variety of sources. They include the following: 1) research, study and analysis done by the Union's Supervising Attorney; 2) advice from SEIU International's General Council that the International generally advises Local Union's to avoid incorporating unless there are compelling reasons to do so; 3) advice from Cynthia Cumfer – the co-author of *The Oregon Nonprofit Corporation Handbook*, the authoritative book on Oregon non-profit corporations – concerning the consequences of maintaining corporate status and the best venues for dissolving the Union's corporate status, and; 4) advice from an expert on the issue of Union incorporation regarding the logistics involved in changing a Union's status from a non-profit corporation to an unincorporated association.

QUESTION 1

What would the Union's status be if it is not a tax exempt non-profit corporation (TENPC)?

The status would be one of Unincorporated Association (UA). That is a status the unions have traditionally held and is one held by other unions in Oregon including Local 49, UFCW and American Federation of Teachers (AFT) Oregon.

As a UA, the Union would be governed by its own Constitution and Bylaws (C&Bs) and the Federal laws that govern unions such as the Labor Management Relations Act (LMRA) and the Labor Management Reporting and Disclosure Act (LMRDA). State laws dealing with matters such as holding property, political activities etc. would, of course, continue to apply.

As a UA, the Union would be tax exempt under Section 501(c)(5) of the Internal Revenue Code for Federal tax purposes and under ORS 317.080(1) for State tax purposes.

QUESTION 2

As a TENPC, what rules or procedures in our C&Bs are in conflict with the corporate statute and would have to be altered to bring us into full compliance with the corporate statute?

As a preliminary matter, research and analysis undertaken by Giles Gibson, one of the Union's outside counsel, and confirmed by Cynthia Cumfer establishes that, due to a quirk in the law, the corporate statute that applies to the Union is an earlier version of the corporate statute known as ORS Chapter 61. There are a number of conflicts between the Union's C&Bs and the provisions of Chapter 61. They include the following.

Membership and Voting – The Union's C&Bs create different classes of membership that provide lesser and greater voting rights for the different classes. For example, Associate members have no voting rights and certain Retiree Members have extremely limited voting rights. [See, Bylaws Art. II, Sections 3 and 4(b)]. Under the corporate statute, the corporation can create different classes of membership; in its bylaws, but any limitation on voting rights must be contained in the Articles of Incorporation. (ORS 61.091 and 111) Our Articles of Incorporation do not speak to different classes of members, let alone their voting rights and, therefore, the limitations on voting rights in our C&Bs could be invalid under the corporate statute.

Meetings of Members – The corporate statute requires an annual meeting of members and contains no provision that allows the corporation to vary that requirement in its bylaws. (ORS 61.101) Local 503 does not hold meetings of the entire membership – annually or otherwise. And, while it does hold General Council meetings, those meetings are not held annually and, in any event, constitute meetings of member/delegates and not all members. Accordingly, those meetings do not meet the requirements of the corporate statute.

Removal of Directors – Our Bylaws contain a provision (see Article I, Section 9) for removal of Directors (and other officers of the Union). The corporate statute permits the corporation to have provisions for the removal of directors but requires that process to be set out in the Articles of Incorporation. [ORS 61.125(4)] Our Articles of Incorporation contain no such process and, therefore, the removal process in our C&Bs could be invalid under corporate law. The only other provision in the corporate statute that allows removal of directors requires that a meeting for that purpose be held attended by the members eligible to vote for the director(s) sought to be removed. (ORS 61.127)

QUESTION 3

Are there protections/benefit for either the Union as an organization or Union members, officers and agents that would be lost if we ceased to be a TENPC?

The two protections provided by TENPC status are: 1) tax exempt status, and: 2) the protection of members, officers and directors from personal liability for actions taken by the corporation/union.

As noted in the answer to Question 1 above, the Union enjoys tax exempt status under both Federal and State law by virtue of its status as a labor organization and that tax exempt status is not, in any way, dependent on TENPC status.

Concerning personal liability concerns, federal labor law applicable to Local 503 provides at least the same sort of protection from personal liability that the State corporate law provides. Thus, Section 301(b) of the National Labor Relations Act provides that "[a]ny money judgment against a labor organization in a District Court of the United States shall be enforceable only against the organization as an entity and against its assets, and shall not be enforceable against any individual member or his assets." The United States Supreme Court has given the statute a more expansive reading, stating that § 301(b) "evidences 'a congressional intention that the union as an entity, like a corporation, should in the absence of an agreement be the sole recovery for injury inflicted by it.'" *Atkinson v. Sinclair Refining Co.*, 370 U.S. 238, 249 (1962). These same protections apply to state lawsuits as well as federal law suits. *Evangelista v. Inlandboatmen's Union of the Pacific*, 777 F.2d 1390, 1400 (9th Cir.1985) In fact, the U.S. Supreme Court has held that the same sorts of protections can apply to members, officers and agents of a union even if the union has not authorized the actions undertaken by the member, officer or agent. See, *Complete Auto Transit, Inc. v. Reis*, 451 U.S. 401 (1981) (no personal liability for unauthorized strike activity).

In short, the two significant protections/benefits provided to Union, its members, officers and agents under TENPC status are also provided under federal labor law. In addition, a review of the applicable corporate statute reveals that the statute provides no added protections and/or benefits that are not already provided by the Union's C&Bs, and the provisions of federal labor laws.

QUESTION 4

Why is it not in the Union's best interest to continue as a TENPC?

In 1945, it made perfect sense for the Oregon State Employees Association (OSEA) – which was not a union at that time – to incorporate as a non-profit, tax exempt organization. Doing so provided its members with protection from personal liability and allowed the organization to operate as a tax exempt entity. Over the years, however, OSEA became a labor union – first as a public employee union and later as a union that represents private sector employees – that is governed by the whole array of Federal and State laws that apply to labor organizations.

As explained in Question 3 above, the protections that once were dependent on corporate status are now available to the Union regardless of whether or not it is incorporated. And, as explained in Question 2 above, the Union's corporate status creates significant conflicts between the corporate statute and the Union's own governing documents. Continuing to operate in that situation is not in the best interest of the union for several reasons.

First, to the extent the Union can do so lawfully – which it can – it is plainly in the Union's and its members' best interest to be governed by its own policies, rules, procedures and governing documents than to have those things imposed on them under a law that was designed to regulate the affairs of organizations (corporations) that do not have the same interests, objectives and structures as do unions.

Second, as a general practice, it is not good policy for this Union (or any organization) to continue to operate under a law with which it has not been in compliance for decades and where coming into compliance with the law would require fundamental changes in the structure and operation of the Union that have been carefully developed and put in place over the past half century and more. This is most dramatically the case regarding the corporate statute requirement for annual meetings of the entire membership that is plainly inconsistent with the Union's bi-annual meetings of the General Council. (See Question 2 above)

Third, even if it served some positive purpose to take steps to bring the Union into compliance with the corporate statute (which it does not), doing so would require the Union to remove provisions from the C&Bs (including classes of membership with different voting rights and the process for removing directors) and transplant them to the corporate Articles of Incorporation. (See Question 2 above) In other words, the Union would be required to create yet another "governing document" that would contain some, but not all of the rules concerning member's rights and responsibilities.

In short, maintaining corporate status confers no benefits on the Union or its members and, instead, only imposes additional burdens, responsibilities and opportunities for those who wish the Union ill to question or challenge the legitimacy of its structure and actions.

QUESTION 5

Why is it preferable to change our status by not renewing it rather than taking affirmative steps for dissolution of the corporation?

This is a subject that was discussed at length with Cynthia Cumfer, the co-author of the authoritative book on Oregon non-profit corporations. It was her advice that "administrative dissolution" is best available option. That advice stems largely from the fact that the Articles of Incorporation have not been substantively modified since 1945 and the practical problems that would apply to an affirmative dissolution.

Under the corporate statute, "voluntary dissolution" for a corporation that has voting members (which ours plainly does) requires that the Board of Directors adopt a resolution that recommends the corporation be dissolved and that the resolution be voted on by the entire membership at a meeting called for the purpose of voting on the resolution. Dissolution requires a 2/3 vote of "members present at such meeting". (ORS 61.525)

Apart from the logistical (and financial) nightmare of calling together more than 25,000 voting members of the Union from around the state to hold a meeting to vote on corporate dissolution, there is also a serious legal impediment to going this route. As noted above, the corporation's Articles of Incorporation have not been substantively modified since 1945. As a result, the existing Articles of Incorporation state that the Board of Directors:

[S]hall consist of the officers and five district directors. The officers shall be President, Junior Past President, Vice-President, Secretary-Treasurer, and three special directors, namely: Director of Civil Service; Director of Law and Legislation; and Director of Public Relations. One director shall be elected by the chapters within each of the five districts of the State.

Plainly, no such entity as the above-defined Board of Directors exists, and many of the positions referred to as members of any such Board have long ceased to exist. Moreover, because the Articles of Incorporation do not contain a provision that permits the composition of the Board of Directors to change and evolve over time as set forth in the Union's Bylaws, the current Board of Directors cannot be deemed the Board of Directors defined in the Articles of Incorporation. Thus, as things now stand, there is no presently constituted Board of Directors that can even initiate the dissolution process by passing a resolution for dissolution to be submitted to the entire membership.

In these circumstances, the advice we received was that the only viable mechanism for dissolution is to allow our corporate status to lapse by not making the required filings. In the meantime, we would be able to make the necessary arrangements to insure that all of the administrative matters that need to take place are carried out in a timely manner and that the Union's assets are fully protected when the administrative dissolution takes place.

QUESTION 6

Does the Board have the authority to authorize allowing our corporate status to lapse, or does the General Council have to authorize that action?

In our initial reviews of this matter, we reviewed the available records to see if there were any General Council resolutions that dealt with the original decision to incorporate in 1945 (we reviewed records from 1943 through 1947). We also reviewed General Council resolutions for 1980 and 2000 – the years in which the Union’s name was changed – to see if any General Council resolutions in those years addressed the issue of corporate status. We found no resolutions in those three time periods in which the Union’s corporate status was addressed – of even mentioned. As a result, it appeared that the Board could authorize allowing the corporate status to lapse because doing so would not be contrary to any action taken by the General Council.

Following the May Board meeting, we examined records over broader time periods to see if we could find any documents to reflect that the General Council had addressed the Union’s corporate status in any way. We found two documents.

The first was one sentence contained in the minutes of a 1945 Board of Directors meeting that referenced the completion of a mail ballot that had approved incorporating the OSEA. (See Attachment A) Neither the minutes nor other records indicated whether that mail ballot involved the OSEA membership as a whole or was limited to General Council delegates. The second document was a Resolution approved by the 1981 General Council. (See Attachment B) That Resolution directed that the Articles of Incorporation be amended to state a broader corporate mission/purpose and to provide that the “governing body, its rights and responsibilities and the operation of the Union shall be as set forth in the Union’s Constitution and By-Laws.” For reasons that are not clear, the directed changes in the Articles of Incorporation were never filed with the Secretary of State and, therefore, never became part of the Articles of Incorporation.

Because the two discovered documents provide evidence that past General Councils appear to have had some active involvement in initiating and/or seeking to modify the terms of the Union’s corporate status, it seems the more prudent course would be for the Board to submit a resolution to the next General Council seeking authority to allow the Union’s corporate status to lapse.

CHRONOLOGY OF EVENTS CONCERNING CORPORATE STATUS

- 1943 -- Oregon State Employees Association (OSEA) formed; Constitution and Bylaws adopted. OSEA acts as a lobbying and advocacy group for State employees.
- 1945 -- OSEA incorporated as Oregon tax exempt non-profit corporation.
- 1973 -- Oregon passes Public Employee Collective Bargaining Act (PECBA) allowing State employees to secure union representation.
- 1973 -- OSEA negotiates Central Collective Bargaining Contract – its first collective bargaining agreement.
- 1980 -- General Council approves OSEA affiliation with SEIU and changes name to Oregon Public Employees Union (OPEU).
- 1981 -- Corporate name change filed with Secretary of State (Feb. 27, 1981).
- 1981 -- General Council directs changes in corporate Articles of Incorporation that appear never to have been filed.
- 1988 -- Union certified as collective bargaining representative for employees of first private sector employer (CODA) bringing Union under jurisdiction of Federal private sector labor laws.
- 2000 -- General Council directs change in Union’s name to SEIU Local 503 Oregon Public Employees Union to be effective 1/1/2001.
- 2001 -- Corporate name change filed with Secretary of State (Feb. 26, 2001).
- 2006 -- Change in corporate agent (to Leslie Frane) filed with SOS (121/06).

BOARD OF DIRECTORS MEETING

A meeting of the Board of Directors was held in the Marine room of the Marion Hotel in Salem, March 25, 1945.

The meeting was called to order by the President at 10:15 A.M. Officers and Directors present were DeFrance, Ford, Chidsay, Carpenter, Clymer, Anning, Terril, Query, Clark, Cooper and Campbell. Committee chairmen present were Harris, Gemmill and Betty Dotson. Forrest Stewart, Executive Secretary, Leo Smith, Legal Counsel, and Margaret Vroman, secretary, were also present.

The minutes of the December 3, 1944 board of directors meeting were read and approved. The minutes of the December 2, 1944 board of directors meeting were approved. The granting of a charter to Round-Up Chapter No. 24 and Forestry Chapter No. 25 was confirmed. The mail ballot authorizing the incorporation of the Association was confirmed.

Mr. Carpenter read a financial statement as follows:

Receipts			
Cash on hand, Dec. 1, 1944		\$5,375.62	
Dues, Dec. 1, 1944 to Mar. 23, 1945		4,642.75	
Magazine		352.51	
	Total		\$9,370.88
Expenditures			
Annual council meeting		446.89	
Magazine		1,193.76	
Salaries		3,257.50	
Rent & other expenses		2,696.48	
	Total		\$7,404.63
	Cash on hand		966.25

The board noted the fact that the magazine was in the red financially and recognizing the value of the educational and promotional campaign conducted therein, still urged an advertising campaign to make the magazine self supporting. The editor, the officers and all members were requested to promote advertising. A campaign to solicit subscriptions from non members was suggested.

The president reported that all obligations incidental to the legislative campaign had not been taken care of and reported that the League of Oregon Cities Public Employee Retirement Committee, on which he had represented our Association, had engaged the services of Mr. Ralph R. Nelson, actuary for the California State Retirement System and for the San Francisco Municipal Retirement System and Mr. Coates, Consulting actuary of San Francisco, to analyze the proposed Oregon Retirement Plan. This actuarial analysis was duly received and no doubt strengthened the case with the legislature and materially advanced the cause of the legislation.

He presented a letter from the president of one of our chapters transmitting the offer of a group of county employees to assist financially in the presentation of the Retirement Bill to the legislature. The expense of the actuarial analysis was considerable and the president was authorized to have the chapter president to whom this offer had been made transmit this information to the group of county employees and invite them to contribute to this expense if they so desired.

Methods of assisting the membership committee were discussed:

1. Miss Dotson stated that she was forming a Salem membership committee composed of one woman member from each Salem chapter.
2. Reports were made of membership contests in several chapters which have been very successful and similar contests were recommended for other chapters.
3. A motion was made that the Executive Secretary make membership a first order of business during the next few months inasmuch as existing chapters can extend membership in their departments but have difficulty in contacting new departments.

ATTACHMENT A

4. Mr. Clymer reported that reminder cards were being printed for chapter secretaries to send to members who become delinquent and that those cards will be available for use of all chapters.

5. Payment of dues annually was recommended as a means of reducing the secretary's work and as a saving to the members.

6. Mr. Gemmell suggested a "Statement of Association's objectives and anticipated benefits", possibly in the form of a printed promotional folder, as a means of educating our own members and of interesting prospective members. The Board approved this suggestion and Mr. Gemmell was appointed chairman of a committee to be assisted by Floyd Query and one member from each of the other chapters in Salem, to prepare the text for a proposed folder to be submitted to the members of the board for suggestions and approval before printing. Mr. Gemmell and Mr. Query were requested to select the other members of this committee and to lose no time in undertaking their work.

A "Vox Pop" or "Voice of the Employee" column in the magazine was discussed and by motion the board instructed the editor to appoint a column editor to conduct such a column, the column to be available to members for the expression of ideas, views, criticisms, complaints, and commendations, if any, subject to the restrictions of Section 3, article 9 of the constitution and the editing of the column editor. Forrest Cooper of Redmond was appointed "Vox Pop" editor.

Leo Smith, Legal Counsel, gave a brief report. He stated that the merit system bill passed, first, because the attitude of the legislators toward state employees was more considerate and understanding, second, because the bill was written to give full protection to the veterans, and third, because the bill embodied the "open back door" dismissal procedure. Of great assistance were the support and endorsement of the League of Women Voters, the Civil Service Assembly in Chicago, the Civil Service League of New York and the Social Security Board in San Francisco. Other things that helped were the editorial comments of C. C. Chapman, editor of the "Oregon Voter", the editorial comments of ex-governor Charles Sprague in the "Oregon Statesman" and Governor Snell's favorable mention in his legislative message. Mr. Smith thanked the members, the directors, the officers and Mr. Stewart for their assistance and patience. He commended Mr. Stewart and Mr. DeFrance for their long hours of work in behalf of the measure.

Mr. DeFrance stated that Mr. Smith had worked long and hard in the interest of both bills and expressed thanks and appreciation on behalf of the entire membership for his untiring efforts. Mr. Stewart stated that the Merit System Bill passed only because of the personal confidence and high regard which the legislators held for Mr. Smith and commended him most highly for his fine conduct at the legislature.

A standing vote of appreciation was given both Leo Smith and Forrest Stewart for their dignified, reputable and successful representation of the Association at the legislature.

There was some discussion of possible appointments to the employee member positions on the retirement board. It was held desirable that an Association member be appointed to the board but it was agreed that no suggestions would be offered unless requested by the governor.

The meeting recessed for lunch at 12:30, reconvening again at 2:00 P.M.

The appointment of the Civil Service committee was completed and approved as follows: H. J. Anning, chairman, A. J. Skelton, Glen Roberts, Forrest Cooper, and J. K. Campbell. Sub-committees were discussed and because of the important work of the committee and the necessity for research and study of merit system details and because of the necessity of being informed and prepared to consider merit system (1) rules and regulations (2) classification plan (3) pay plan (4) education, experience and performance credits and merit rating application to promotions and lay off (5) entrance requirements, test procedures, and appointment lists (6) dismissal procedures, hearings and appeals (7) holidays, working hours, overtime, vacations, sick leave and possibly other subjects. Mr. Anning was instructed to appoint, with the assistance of the president, sub-committees to study and investigate the best practice and thought in each of the above matters.

The appointment of the Laws and Legislation Committee was completed and approved as follows: C. T. Terrill, chairman, E. E. Stream, B. A. Martin, E. A. Johnston, and E. F. Chidsey.

The president reported that the committee appointed at the last General Council Meeting consisting of Henshaw, Gemmill, Query, Jones and Erickson had not been activated during the legislative session; that no one of the members wished to accept chairmanship and that Resolutions 9 and 10 of the General Council Meeting of December 2-3, 1944 had been forwarded by the Executive Secretary. The president read a letter written by the budget director in reply to General Council Resolutions No. 9 and 10.

Newspaper clippings were exhibited relative to increases in State employee payrolls authorized by the legislature through appropriations in the new budget. Due to the lack of definite information it was agreed that the president appoint a chairman for the above committee and that this committee assemble data on; (1) salary and wage scales in various state departments and institutions in Oregon, (2) salary and wage scales in neighboring states, (3) working hours and overtime pay in various Oregon departments and in other states, (4) vacation, sick leave and holiday allowances in Oregon departments and in other states, (5) the rise in the cost of living.

It was ordered that in order to clarify the confusing newspaper reports that inquiry should be made of the Budget Director and of Department heads relative to wage and salary increase plans of various departments.

Mr. Terrill made a motion that Executive Secretary, Forrest Stewart's monthly salary be raised \$25.00 beginning with his second year of service. Motion carried.

A motion was made that Miss Vroman's salary be raised \$5.00 per month beginning April 1, 1945. Motion carried.

A committee to prepare proposed constitutional amendments was appointed and approved as follows: Max Rogers, chairman, Virgil O'Neil, and Miss Loretta Fisher.

Mr. Clymer suggested uniform chapter dues as desirable and beneficial. It was pointed out that each chapter was self-governing and could levy chapter dues as it sees fit. A constitutional maximum was suggested but the matter was left for consideration of the General Council.

Mr. Clymer suggested a new membership card each year would be beneficial. No action was taken.

Mr. Query stated that a dividing of District 2 making Yamhill, Marion and Polk counties one district and Clatsop, Tillamook, Lincoln, Benton and Linn another district was being discussed. No action was taken.

By motion the Board of Directors extended a vote of thanks and appreciation for work and effort in behalf of the Retirement and Merit System bills to legislators, editors and others as follows, and ordered a letter of appreciation to each:

1. For work in behalf of the Retirement bill: Senator Paul Patterson, Representative Frank Van Kyke, Fred Inkster, President of the League of Oregon Cities, Dr. Carl Kossock, Professor of Mathematics, University of Oregon, Herman Kehrl, Director of Bureau of Municipal Research, W. M. Sylvester, President of the Oregon Municipal Finance Officer's Association, and J. W. McArthur, Supt. of the Eugene Water Board.

2. For work in behalf of the Merit System Bill: Representatives Alex Barry, Paul Hendricks, Earl Hill, Manley Wilson, Riddell Lage, Pat Lonergan; Senators W. E. Walsh, Coe A. McKenna and the Oregon League of Women Voters.

3. For work in behalf of both bills: Ex-governor Charles Spreague, editor of the Oregon Statesman, C.C. Chapman, editor of the Oregon Voter, George Aiken, State Budget Director, Representatives John Snellstrom, Bert Snyder; Senators Frederick Lempert, Angus Gibson, and Dean Walker

It was suggested that chapters and members make their appreciation known in similar or other manner.

The Board extended their sympathy to Mrs. Rynerson in the illness of her husband and directed that a letter be addressed to her conveying those sentiments. Mr. Ford was delegated to call on Mr. Rynerson to express verbally the sympathies of the Board.

Due to Mr. Rynerson's anticipated extended incapacity, the appointment of alternate district director, Earl L. Stroom, to assume the responsibilities of the office of District Director was approved.

The Board approved the appointment of a committee to encourage and assist municipal and county employee groups in organizing themselves to insure effective expression in matters pertaining to the state wide retirement system. The committee was appointed and approved as follows: E. F. Chidsey, chairman, Erwin Clark, W. P. Lewis, Hedda Swart, A. H. Doan and Dave Falkenhagen.

The committee to conduct the contest for design for an association pin or emblem was appointed as follows: Bert Simpson, chairman, Russell Prestt and Lynn F. Cronmiller.

It was announced that district attorneys were considering the formation of a chapter to be composed of district attorneys only.

There being no further business the meeting adjourned at 4:30 P.M.

Verified Correct Copy of Original 4/28/2015.

OREGON PUBLIC EMPLOYES UNION

1981 General Council

RESOLUTION

Constitution and By-Laws (C & B) #8 (A)

Subject: Articles of Incorporation
Submitted by: Board of Directors
Location: Statewide
Author: #5

WHEREAS, the Union has been reorganized over the last several years, including its name and basic structure; and

WHEREAS, the Articles of Incorporation have not been amended in a manner consistent with resolutions of past General Councils; and

WHEREAS, the following resolution will amend the Articles of Incorporation so that they are consistent with current practice; now, therefore

BE IT RESOLVED by the General Council of the Oregon Public Employees Union:

That the Articles of Incorporation of the Oregon Public Employees Union be amended to state the purpose as follows:

To represent and work for the benefit of public employes on matters of employment relations, through collective bargaining and collective bargaining contract administration; through pursuit of Merit System remedies and other remedies of law and rule; through active opposition to legislation detrimental to the interests of such employes and through providing services and benefits for the common good, in a manner compatible with the public interest.

by committee

initiation or support of legislation beneficial to such employes; through active

BE IT FURTHER RESOLVED:

That the Articles of Incorporation of the Oregon Public Employees Union be amended to state that the governing body, its rights and responsibilities and the operation of the Union shall be as set forth in the Union's Constitution and By-Laws.

COST ESTIMATE: No cost

NEW MATTER:

Passed Not Passed Tabled Withdrawn Referred to: Held in
Committee Recommendation: Do pass as amended Combined with Committee

ATTACHMENT B

Verified Copy of Original 4/28/2015

From: Joe DiNicola <ip.presidentjoe@gmail.com>
Subject: **May 16, 2009 Corrections to Board Meeting Minutes**
Date: July 10, 2009 1:00:42 AM PDT
To: List SEIU 503 Board members for <board@lserve.opeuseiu.org>
Bcc: jd150@comcast.net

President Burgin and Secretary-Treasurer Casey and Local 503, OPEU Board members:

Please take the steps necessary to correct the information in the official records of the SEIU Local 503, OPEU Board of Directors and provide revised minutes in the purple packets prior to the July 11, 2009 Board meeting.

1. I was present for the entire May 16, 2009 Board of Directors meeting; and was incorrectly listed as absent.
2. Sister Director Wood and Brother Retiree President Lewis are reported as present -- I believe both were absent.
3. The May 16 Board meeting minutes do not accurately or completely report the text of the motion concerning the proposed lapse in status of SEIU Local 503, OPEU as an Oregon non-profit corporation. The motion approved by a majority of the Board of Directors was that the Board undertake either an administrative or involuntary lapse of the Oregon non-profit status of Local 503, OPEU by having Sister Executive Director Frane instruct union staff to not pay the required \$50 annual corporation registration fee to the Secretary of State in December 2009.

This "action" was recommended to the Board during the meeting by Supervising Attorney Stefan. The actual content of Supervising Attorney Stefan's recommendation--which was moved by Director Dan Smith "on the advice of counsel" is not reported accurately or completely in the official record.

Please review the audiotape and transcribe the entire motion proposed by Brother Director Smith as it was read to the Board of Directors by Supervising Attorney Stefan. Local 503's Supervising Attorney was permitted by Sister President Burgin to read several paragraphs from a printed page that Brother Smith then moved and the Board adopted. Since Supervising Attorney Stefan was presenting a written text, I am confident he can provide the Board with an exact copy of his statement to compare it to the audiotape in order to include the accurate text of the complete motion as made by Brother Smith and adopted by the Board.

The proposed May 2009 Board minutes also do not include any record of the (brief) SEIU Local 503, OPEU Oregon non-profit corporation debate and discussion surrounding the motion read to the Board by Supervising Attorney Stefan. Therefore, I again state, for the record, that I believe it is inappropriate for the Board of Directors to take any action intended to end the non-profit corporate status of SEIU Local 503, OPEU without thorough and thoughtful consideration.

I also strongly urge each Board member to refrain from making any recommendation at this time to the 2010 General Council that proposes terminating the long-standing Oregon non-profit corporation status of SEIU Local 503, OPEU. To date, the Board has had no opportunity to explore any aspect of who has proposed this action and what the underlying reasons for such a proposed action might be. Also, the Board has been presented with conflicting legal opinions on this matter for several months.

I raised the question of whether SEIU Local 503, OPEU was an Oregon non-profit corporation during the Board meeting in January 2009, and neither Mr. Stefan (then acting as House Counsel) nor Sister Executive Director Frane, the registered agent for the corporation, opted to acknowledge that our union has, in fact, been registered as an Oregon non-profit corporation since 1945. Despite my repeated requests for this issue to be added to the subsequent Board agenda in March, no discussion was permitted until the May 2009 Board meeting.

At the May 2009 Board meeting, no written materials were provided to the Board about this issue. At that time, following what was described as "exhaustive research" by Mr. Stefan, the motion was presented at the end of a long day with no advance notice and no written documentation having been presented for Board review. Very little time was allotted for discussion prior to a call for the question. Board members have since expressed a desire for a better understanding of this proposed course of action.

I recommend that SEIU Local 503, OPEU staff allow an opportunity for all questions and answers and a full discussion during the July 11, 2009 Board meeting. I further recommend that the Board rescind its action taken during the May Board meeting (to allow the union's corporate status to lapse). I strongly urge the Board to postpone any "recommended action" to propose a 2010 General Council resolution until notice can be provided to members that this issue will be on the September 2009 Board meeting agenda. This would also allow adequate time to consider information presented by staff during the July 11 Board meeting.

If Sister President Burgin intends that the "Q and As Regarding Corporate Status" distributed to Board members is to be

relied upon by the Board of Directors as a legal opinion, I request that its author be identified as such on the document. If the author is not Supervising Attorney Stefan, please place the appropriate attorney's name and contact information on the document, identified as the author.

I respectfully request that you include a copy of this email in the Board members' purple packets along with the revised documents.

Stronger Together,

Joe DiNicola, Immediate Past President
OPEU Local 503, OPEU

**SEIU Local 503, OPEU
2008-2010 Board of Directors Meeting
SEIU Local 503 Headquarters
May 16, 2009**

Meeting called to order at 9:00am by President Linda Burgin

Welcome to our Board of Directors and Roll call:
(NOTE: Board members were present unless otherwise noted)

Statewide Officers

Linda Burgin, President
Sonya Reichwein, Vice-President
Barbara Casey, Secretary-Treasurer
Leslie Frane, Executive Director
Joe DiNicola, Immed. Past President, Excused

Employer Seats

Maggie Neel, Director
Catherine Stearns, Director
Nancy Padilla, Assistant Director
Cameron McGinnis, Director
Lea Spencer, Director
Robert Sisk, Assistant Director
Daniel Smith, Director
Deon Chandler, Assistant Director
Gary Wolf, Director – Present
Kristie Krinock, Director - Absent
Shaun Notdurft, Assistant Director - Absent
Mary Wood, Director
BG Gray, Assistant Director
Portia Moye, Director

Regional Seats

Jenny Garner, Director
Drucilla Califf, Assistant Director - Excused
Anita Pecoff, Director
Jill Sipes, Assistant Director
Belinda Melendez, Director
Sandy Huckleberry, Director
Gus Cole, Assistant Director
James Jacobson, Director
Joe LaMont, Assistant Director - Absent
Deborra Ann Low, Director
Randy Davis, Director
Rosalie Pedroza, Director
Cheryl Bergman, Asst Director
Peggy Woosey, Assistant Director
Trish Lutgen, Director
Phyllis Wills, Director
Rena Chapel, Assistant Director - Absent
Gina Santacroce, Director
Mary Hubert-Godwin, Asst Director - Excused
Kay Schneider, Director - Excused
Holly Fries, Assistant Director

Retiree Local

Bart Lewis, President - Present
Dawn Morgan, Vice President - Excused

Holly Fries served as Region 22 Director. Additional guests were present.

M/S/C to approve revised amended agenda as presented. (Added Interim Board seat election discussion to the agenda.)

M/S/C to approve March 14, 2009 Board meeting minutes as presented.

M/S/C to approve Board Conference Call meeting minutes regarding Portland Public School Board candidate endorsements.

Abby Solomon and Heather Conroy provided an overview of strategic plan development and implementation. Through an integrated process between our international, including 503 elected leaders and staff, a vision plan was developed over a period of months. In March 2008, our Board adopted the Vision Plan that our internal committee developed and presented.

Suggestions were made about how to make sure we stay focused on our strategic plan:

- Review guiding principles and evaluate; determine what mechanism can be used to make it part of our union business
- Celebrate successes
- Connection: how do we make the connection between the big picture and worksite issues.
- 4 step process; define goal (long/short), assess, implement, review process.
- Tie BOD agenda items to our strategic plan; pull out items and identify them if we are not working on that specific item much.
- Bring in the International's plan to our discussions; tie our work to the big picture (i.e. Justice for All)
- Make the vision real to membership

External Report:

Laurelhurst Nursing Home: A worker was fired for union activity and we've filed charges with the NLRB.

Change that Works: Employee Free Choice Act is moving forward. If it passes, it will require binding arbitration for first contracts, either card check or at least an expedited process for elections and penalties will be more severe to employers for violations.

Residual Units: We are likely to file at ERB for some Higher Ed workers who we think have been inappropriately excluded from the bargaining unit.

We also expect to file on a small unit of student recyclers at PSU.

We are continuing efforts to organize ODOT residual workers.

Oregon Judicial Department organizing has slowed significantly.

Private Non-Profit (PNP) Corporate Status

Supervising Attorney Marc Stefan provided history related to our PNP corporate status, and noted significant changes over the years. He recommended that we decide not to renew our PNP corporate status be dissolved in January 2010 as our union, officers and assets are sufficiently protected under other laws.

M/S to authorize dissolution of our PNP status as recommended.

M/S/C that the Board authorize appropriate union staff to not renew the union's status as an Oregon non-profit corporation status in 2010 and, in the interim, take all steps necessary to establish a status for the union that provides maximum protection for the union's assets, officers, agents and members.

Role call: Ayes: Barbara Casey, Leslie Frane, Gary Wolf, Portia Moye, Jenny Garner, Belinda Melendez, James Jacobson, Deborra Low, Holly Fries. No: Sonya Reichwein, Cam McGinnis,

Lea Spencer, BG Gray, Randy Davis, Rosalie Pedroza, Trish Lutgen, Phyllis Wills. Abstain:
Anita Pecoff, Sandy Huckleberry, Gina Santacroce.

Department of Labor

SWO Election complaints filed with the US DOL have been dismissed.

Old/New Business

December 5th, 2009 Free Trade Event: Linda advised the Board, Rosalie Pedroza has been appointed to represent SEIU 503 on the planning committee for the 10th anniversary of the Seattle Free Trade event.

CAPE Restructure:

M/ to recommend the Board recommend that CAPE Committee reconvene for reconsideration of the CAPE motion.

Motion died for lack of a second.

Meeting adjourned at 6pm.

Minutes respectfully submitted by Secretary-Treasurer Barbara Casey.

**SEIU Local 503, OPEU
2008-2010 Board of Directors Meeting
SEIU Local 503 Headquarters
July 11, 2009**

Meeting called to order at 9:00am by President Linda Burgin

Welcome to our Board of Directors and Roll call:
(NOTE: Board members were present unless otherwise noted)

Statewide Officers

Linda Burgin, President
Sonya Reichwein, Vice-President
Barbara Casey, Secretary-Treasurer
Leslie Frane, Executive Director
Joe DiNicola, Immed. Past President

Jenny Garner, Director, Excused
Drucilla Califf, Assistant Director
Anita Pecoff, Director
Jill Sipes, Assistant Director
Belinda Melendez, Director
Sandy Huckleberry, Director
Gus Cole, Assistant Director
James Jacobson, Director
Joe LaMont, Assistant Director, Absent
Deborra Ann Low, Director
Randy Davis, Director
Rosalie Pedroza, Director
Cheryl Bergman, Asst Director, Excused
Trish Lutgen, Director
Phyllis Wills, Director
Rena Chapel, Assistant Director
Gina Santacroce, Director
Mary Hubert-Godwin, Asst Director ,
Excused
Kay Schneider, Director
Holly Fries, Assistant Director, Excused

Employer Seats

Maggie Neel, Director, Excused
Catherine Stearns, Director
Nancy Padilla, Assistant Director
Cameron McGinnis, Director
Lea Spencer, Director
Robert Sisk, Assistant Director
Daniel Smith, Director, Excused
Deon Chandler, Assistant Director
Gary Wolf, Director
Kristie Krinock, Director, Excused
Shaun Notdurft, Assistant Director
Mary Wood, Director, Excused
BG Gray, Assistant Director, Excused
Portia Moye, Director

Retiree Local

Bart Lewis, President, (MOC status)
Dawn Morgan, Vice President, Excused

Regional Seats

Additional guests were present.

M/S/C to approve revised agenda as presented.

M/S/C to adopt 5/16/09 Board minutes as revised to show Joe DiNicola as present and Bart Lewis as absent, with corrected date in "footer."

Political Report

Political Director Arthur Towers reviewed 2009 legislative victories, challenges, compromises, as well as items we would need to work on in the future.

The legislature passed a revenue package, taxing corporations and the wealthiest Oregonians. Anti-tax activists will begin signature gathering to put the issues on the ballot in January 2010. The political team will prepare a plan for our participation in the "yes" campaign.

Private Non-Profit Corporate Status

Additional information was provided to Board members regarding the history and background of the PNP corporate status of our union. Discussion ensued about whether the status should be changed and if so, what is the appropriate means for enacting a change.

M/S/C to rescind the motion regarding PNP corporate status made at the 5/16/09 Board meeting.

M/S/F to implement changes as proposed in the 1981 General Council resolution regarding our articles of incorporation.

M/S to direct SEIU Local 503 staff to take immediate steps to become in compliance with the provisions of Oregon law consistent with the provisions of our C&Bs and SEIU International Ethics Policy.

Discussion ensued.

M/S/C to table the motion indefinitely.

Finance Report

Board members were provided minutes, including recommendations, from the June "Hard Choices" meeting, which included Finance Committee members plus other members. Updated budget documents were distributed. Leslie reviewed the documents and recommendations of the committee, and highlighted best and worst case budget scenarios based on how our contracts settle. The Board will be presented with a final budget to be voted on in September.

Funding Requests

- A. NW Season Worker – no action at this time; requesting additional information
- B. Ecumenical Ministries of Oregon - \$600 to sponsor a table at the annual dinner. Arthur Towers to select participants.
- D. Southern Oregon Central Labor Council Labor Day Picnic - \$250 – Community Action Center request.

M/S/C to approve funding requests as presented.

Civil and Human Rights Committee – Conference and Brochure funding requests: \$1000 for brochure printing; up to \$6000 for the C&HR Conference scheduled for 10/24/09 in the Portland Field Office.

M/S/C to fund Civil and Human Rights funding requests as presented

Committees and Councils

Linda Burgin presented her recommendations for several committees as follows:

SWO Election Committee: Bart Lewis, Chair, Members: Steve Barrett, Barbara Hopkins, John Leppink, Janet Ferris, David Priebe, Adam Riggs.

Board of Directors Election Committee: Chair: Bart Lewis; Members: Jan Vitus, Deanna Berglund, Cindy Barrick, Kathy Bayer, Bobbie Sotin, Lorna Burnell

- Remembering the “Battle in Seattle” Free Trade Protest is scheduled for December 5th (D5) in Portland Oregon. A broad coalition of organizations is planning an indoor rally and outdoor action. We have been asked to endorse the event. Rosalie Pedroza is part of the planning team.
M/S/C to endorse the D5 events.
- Board of Directors and Executive Committee Meeting Calendar for the remainder of 2009 through 2010 was presented for adoption.
M/S/C to adopt calendar as presented.
- SEIU Ethics Policy: A copy of the final SEIU Ethics Policy is enclosed in each Board packet. Leslie has appointed Cheryl Willcoxon, to be our Ethics Liaison and to help with implementation at the local level.
- Kermit Mehling reported that long-time ODOT activist Dennis Wineberg has passed away.
- An accounting of our legal expenses was requested for our September 2009 meeting, specifically outlining the cost of arbitrations and the cost of defending our union in any actions pending.
- Rosalie announced the “Sing out for Single Payer Health Care Road Show” concert taking place on July 19 at 2:30pm at the McMinnville Community Center.
- President Burgin invited Board members and their families to join the SEIU night at the Salem/Keizer Volcanoes vs. Yakima Bears baseball game on 7/23/09. Cost is \$20 per person.
- The Board held a brief discussion regarding highlights and challenges of the United for Oregon March & Rally on June 7th.
- Joy’e Willman passed the hat for the Relay for Life Cancer Walk fundraiser.
- Board members requested some time on the September 2009 Board agenda be allotted for an informational report about SEIU and what’s happening in California as well as NUHW and Unite/Here.

Meeting adjourned at 5pm.

Next BOD meeting is scheduled for September 12, 2009

Submitted by Barbara Casey, Statewide Secretary -Treasurer

**SEIU Local 503, OPEU
2008-2010 Board of Directors Meeting
SEIU Local 503 Headquarters
January 9, 2010**

Meeting called to order at 9:00am by President Linda Burgin

Welcome to our Board of Directors.

Roll Call (NOTE: Board members were present unless otherwise noted)

Statewide Officers

Linda Burgin, President
Sonya Reichwein, Vice-President
Barbara Casey, Sec-Treasurer
Leslie Frane, Executive Director
Joe DiNicola, Immed. Past President - Excused

Regional Seats

Jenny Garner, Director
Drucilla Califf, Assistant Director
Anita Pecoff, Director
Jill Sipes, Assistant Director
Belinda Melendez, Director
Sandy Huckleberry, Director - Excused
Gus Cole, Assistant Director
James Jacobson, Director
Deborra Ann Low, Director
Randy Davis, Director
Rosalie Pedroza, Director
Cheryl Bergman, Asst Director - Absent
Trish Lutgen, Director - Excused
Phyllis Wills, Director
Rena Chapel, Assistant Director
Gina Santacroce, Director
Mary Hubert-Godwin, Asst Director
Kay Schneider, Director
Holly Fries, Assistant Director

Employer Seats

Maggie Neel, Director
Catherine Stearns, Director
Nancy Padilla, Assistant Director - Excused
Cameron McGinnis, Director - Excused
Lea Spencer, Director (*"present & dissenting"*)
Robert Sisk, Assistant Director
Daniel Smith, Director
Deon Chandler, Asst Director
Gary Wolf, Director
Shaun Nodurft, Assistant Director - Excused
Mary Wood, Director
BG Gray, Assistant Director
Judy Byers, Director - Absent
Valerie Martinez, Asst Director - Absent
Portia Moye, Director
Gary Lane, Director
Patty Jones, Assistant Director - Absent

Retiree Local

Bart Lewis, President
Dawn Morgan, Vice President, Excused

Additional guests were present.

Linda Burgin distributed a revised agenda.

M/S/C to approve revised agenda as presented.

Approve Board Minutes

Linda requested Board approval of the November 14, 2009 Board minutes. Correct attendance to reflect Randy Davis as present and Bart Lewis as excused. The contribution to Oregon Fair Trade Campaign was both our annual contribution and support for the D5 event.

M/S/C to approve November 14, 2009 Board Minutes as amended.

Corporate Status

Attorney Greg Hartman gave a presentation on issues related to the Union's corporate non-profit status. Board members asked questions and got clarification on issues related to our corporate non-profit status.

Some Board members asked for a document laying out the issues that Greg highlighted, with more detail than our minutes generally provide. Leslie agreed to work with Greg Hartman to prepare a summary of Greg's presentation on our corporate non-profit status. (See addendum, which was sent to Board members on 2/4/2010.)

M/S/C Linda Burgin will work with legal counsel to draft an amendment to our articles of incorporation and to bring that amendment to the Rules Committee and then back to our Board meeting in March, at which point the Board will review the resolution and vote on sending it to General Council as a resolution.

National Organizing Plan

SEIU National Organizing Director Jill Hurst showed a video (in which Local 503 figured prominently) focusing on the important role of members in organizing unorganized workers.

She reviewed the content and status of the Employee Free Choice Act as it stands currently in Washington DC. SEIU is looking for ideas about how to hold the US Senate accountable if the Free Choice Act does not pass; one idea is to withhold funding from all Democratic candidates for US Senators. Jill facilitated a discussion with Board members about holding US Senators accountable.

Next, Jill outlined SEIU's plans for new organizing in industries like human services, nursing homes, higher education, and childcare centers. She also noted that SEIU is exploring organizing bank and fast food workers in various parts of the country.

Ad Hoc Docs Committee

Linda Burgin reviewed the process used to by the Committee to develop the new draft documents. The goal of this committee is to streamline our governing documents, resolve conflicts within the documents, and generally make the documents more user friendly.

Attorney Marc Stefan walked the Board through the documents, referencing the charts that accompany each document that specifically itemize the changes that were made to the documents.

Public Sector Field Director Heather Conroy outlined the plan to get the information out to members all over the state. The Rules Committee will review the documents and provide feedback to the Ad Hoc Docs Committee. The members of the Ad Hoc Docs Committee will hold member meetings around the state between in February and March. Updated documents will be presented at the Board meeting again in March. A General Council resolution will be drafted and presented to the Board in May.

Board members discussed the documents and the process for updating and developing the resolution. It was suggested that the documents be posted on our website.

New/Old Business

Board of Director Nominations for the election close at 5pm on 1/21/2010.

Ethics Update: A list of Board members who have taken the ethics test and those who have not is included in the Board purple packet. If you have any questions or problems, please contact our Ethics Liaison, Cheryl Willcoxon. Also, our Local Officer training will be updated to include an Ethics training component.

Mileage Rate change: The IRS mileage reimbursement rate is reduced to .50/mile. I think this is less 45 perhaps

Organizing: Leslie outlined the recent challenges of organizing two Farmington nursing home facilities: Laurelhurst in Portland and Bay Crest, in Coos Bay. After incredibly hard work, we won a union at Laurelhurst. UFCW filed for an election at Bay Crest facility. We've tried to talk with UFCW about our jurisdictional concerns. Since we are both Change to Win unions, we have been unable to settle our jurisdictional differences, we are moving to arbitration. An arbitrator will rule on which union is best for the workers. Leslie outlined a plan for working with the workers and UFCW if we prevail in the arbitration.

Announcements/Comments

- Belinda Melendez reported on CAC activities in Southern Oregon.
- Rosalie Pedroza reported a ballot measure has qualified for the Marion County ballot that will change the Commissioner structure from three to five seats. Leslie agreed to flag our political staff and Joe Schaeffer, the organizer assigned to work with Marion County.
- Marion Polk Yamhill Central Labor Council is reviewing its strategic plan in the coming week.
- A "Campaign School" training is being held on 2/13/2010 to teach union members who want to run for local government office how to run a campaign.
- Gina Santacroce expressed appreciation for Steve Novick's public work supporting Measures 66 & 67.

Meeting adjourned at approximately 4:45pm.

**Summary of Presentation by Attorney Greg Hartman
(From the law firm Bennett, Hartman, Morris and Kaplan)
at the SEIU Local 503 OPEU Board of Directors Meeting on January 9, 2010**

Since the mid-1940's a disconnect has developed between the 1945 Articles of Incorporation drafted by the Union's predecessor association and the Union's Constitution and Bylaws which have governed this organization's operations since its inception in the early '40s. This is not an uncommon situation for organizations like Local 503. The current situation presents no meaningful danger to the organization and can be easily fixed. The recommendations presented are the consensus view of Greg, Mike Morris of his firm and Cyndi Cumfer who is the leading legal expert on Oregon non-profit corporation law.

There are two available approaches for eliminating the disconnect. One would be to allow the incorporated status to lapse and operate the Union as an unincorporated association -- which is the way unions have historically operated and the way many operate now. This approach is a viable one that would preserve the Union's tax exempt status and protect its members and officers from personal liability (much like corporate status achieves). While this approach is a viable one, it would require the establishment of some corporate structure to hold the Union's real property and involve making various changes such as securing a new employer number, changes in bank accounts and other complications.

A second approach, that being recommended, is to submit a Resolution to the General Council to approve minor amendments to the Articles of Incorporation that will make the Union's C&Bs the governing documents of the Union for corporate status in a manner that is consistent with the requirements of the 1941 statute that governs the Union's corporate status. This approach is one that is fully consistent with how this organization has governed itself since its inception -- with the General Council being the ultimate governing body responsible for the organization's structure and overall operations.

Two other matters addressed concerned, 1) what law will govern the organization for corporate purposes and 2) what "risks", if any, are posed to the organization by virtue of the current disconnect that would be addressed later this year. On the first issue, it is clear that the 1941 statute (and not the current tax exempt corporation statute) applies to the Union's corporate status and operations. This is so because the 1941 statute did not reserve the power to amend or repeal that statute as required by ORS 65.957(1). As for any claim that the Union's actions to date have been improper or "unauthorized" or are somehow invalid, there is no sound basis in law or otherwise for any such claims. As stated at the outset, the Union has not acted unlawfully. Rather, there is a technical glitch in the connection between the Articles and the C&Bs that should be remedied at the next General Council.

_ Verified Correct Copy of Original 4/28/2015 _

From: "Leslie Frane" <franel@opeuseiu.org>
Subject: **[Board] corporpate non-profit status**
Date: February 4, 2010 5:04:06 PM PST
To: <board@lserve.opeuseiu.org>
Reply-To: List for SEIU 503 Board members <board@lserve.opeuseiu.org>
▶ 1 Attachment, 30.0 KB

Dear Sisters and Brothers:

At our January Board meeting, Attorney Greg Hartman gave a presentation on issues related to the Union's corporate non-profit status. After that presentation, the Board voted to have Linda Burgin work with legal counsel to draft an amendment to our articles of incorporation and to bring that amendment to the Rules Committee and then back to our Board meeting in March, at which point the Board will review the resolution and vote on sending it to General Council as a resolution.

Some Board members asked for a document laying out the issues that Greg highlighted, with more detail than our minutes provide. I agreed to distribute a one-page, plain-language summary of the discussion to the Board within a month of the January Board meeting.

That summary is attached. Greg Hartman has reviewed the document and confirmed that it is an accurate summary of his presentation. I hope that it is useful to you!

In unity,

Leslie



Summary of ...doc (30.0 KB)

**Summary of Presentation by Attorney Greg Hartman
(from the law firm Bennett, Hartman, Morris and Kaplan)
at the SEIU Local 503 OPEU Board of Directors Meeting on January 9, 2010**

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There are two available approaches for eliminating the disconnect. One would be to allow the incorporated status to lapse and operate the Union as an unincorporated association – which is the way unions have historically operated and the way many operate now. This approach is a viable one that would preserve the Union's tax exempt status and protect its members and officers from personal liability (much like corporate status achieves). While this approach is a viable one, it would require the establishment of some corporate structure to hold the Union's real property and involve making various changes such as securing a new employer number, changes in bank accounts and other complications.

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**Summary of Presentation by Attorney Greg Hartman
(from the law firm Bennett, Hartman, Morris and Kaplan)
at the SEIU Local 503 OPEU Board of Directors Meeting on January 9, 2010**

Since the mid-1940's a disconnect has developed between the 1945 Articles of Incorporation drafted by the Union's predecessor association and the Union's Constitution and Bylaws which have governed this organization's operations since its inception in the early '40s. This is not an uncommon situation for organizations like Local 503. The current situation presents no meaningful danger to the organization and can be easily fixed. The recommendations presented are the consensus view of Greg, Mike Morris of his firm and Cyndi Cumfer who is the leading legal expert on Oregon non-profit corporation law.

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Summary of Greg Hartman presentation (2)-8.doc Properties

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Title: Summary of Greg Hartman's Presentation

Subject:

Author: Marc Stefan

Manager:

Company: SEIU Local 503, OPEU

Category:

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February 6, 2010

To: President Linda J. Burgin
Secretary-Treasurer Barbara Casey
Vice President Sonya Reichwein
SEIU Local 503, OPEU
1730 Commercial Street S
Salem, OR 97302

**Notice of Dissent and Objection -- SEIU Local 503, OPEU
Non-Compliance with Oregon Nonprofit Corporation Status**

For the record, this document dated February 6, 2010, and the predecessor Notices submitted October 10, 2009 and December 12, 2009, are each properly referred to as "Notice of Dissent and Objection – SEIU Local 503, OPEU Non-Compliance with Oregon Nonprofit Corporation Status." As with my December 12, 2009 submission, this February 6, 2010 Notice of Dissent and Objection is formally submitted to the elected corporate officers named above, President Burgin, Secretary-Treasurer Casey and Vice President Sonya Reichwein. In the corporate records of SEIU Local 503, OPEU, it is incorrect to refer to this Notice of Dissent and Objection as "a handout to the committee."

I hereby renew my prior dissent and objection and submit this written Notice of Dissent and Objection that the body claiming to be the "Executive Committee" of the "Board of Directors" of SEIU Local 503, OPEU can legitimately meet today or act to conduct business on behalf of the members of this Oregon nonprofit mutual benefit corporation. It is my understanding that the "Board of Directors" and individuals claiming to be eligible to serve on this "Executive Committee" have been advised by Attorney Marc Stefan (OSB #086075) that the body is not in compliance with the corporation's Articles of Incorporation.

I have requested on numerous previous occasions, in writing and during public meetings, that information be made available to me and the body referred to as the "Board of Directors" concerning the Oregon nonprofit corporation status of SEIU Local 503, OPEU. President Burgin denied my timely request to place this issue on the agenda for the scheduled March 14, 2009 "Board of Directors" ("Board") meeting and instead postponed placing it on her President's agenda until the scheduled May 16, 2009 "Board" meeting. During the scheduled May 16, 2009 "Board" meeting, the Union's house counsel Marc Stefan, (supervised by Leslie Frane acting as "Executive Director") was understood to advise those present that the appropriate action to take regarding the corporate status of SEIU Local 503, OPEU was to permit it to "lapse," and instruct employees not to file a required annual report and pay the \$50 fee. Stefan added his opinion that this would trigger an "administrative" dissolution by the Oregon Secretary of State. Those present ratified Stefan's advice by conducting a majority vote that overruled my objections.

Discussion ensued after the May 16 meeting concerning whether the action had been proper and whether dissolution of this nonprofit corporation could occur in the manner approved by the body. The issue again appeared on the agenda for the scheduled July 11, 2009 "Board" meeting. Prior to and during this July 11 meeting, Supervising Attorney Stefan provided a 5 page legal opinion titled "Q and As Regarding Corporate Status" wherein it is my understanding he essentially stated there is no legal Board of Directors for SEIU Local 503, OPEU¹. After receiving and discussing Stefan's written advice during the July 11, 2009 meeting, the body by

¹ SEIU Local 503, OPEU Supervising Attorney Stefan provided written advice for review during the July 11, 2009 meeting titled "Q and As Regarding Corporate Status" that stated in part:

(at Question 5): "...the existing Articles of Incorporation state that the Board of Directors:

'[S]hall consist of the officers and five district directors. The officers shall be President, Junior Past President, Vice-President, Secretary-Treasurer, and three special directors, namely: Director of Civil Service; Director of Law and Legislation; and Director of Public Relations. One director shall be elected by the chapters within each of the five districts of the State.'

"Plainly, no such entity as the above-defined Board of Directors exists, and many of the positions referred to as members of any such Board have long ceased to exist. Moreover, because the Articles of Incorporation do not contain a provision that permits the composition of the Board of Directors to change and evolve over time as set forth in the Union's Bylaws, the current Board of Directors cannot be deemed the Board of Directors defined in the Articles of Incorporation. Thus, as things now stand, there is no presently constituted Board of Directors that can even initiate the dissolution process by passing a resolution for dissolution to be submitted to the entire membership."

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February 6, 2010

President Linda J. Burgin, et al

majority vote acted to rescind its prior May 16, 2009 authorization to pursue an "administrative dissolution" of SEIU Local 503, OPEU (by the mechanism of non-payment of required Oregon nonprofit corporation fees). Next, the body by majority vote postponed any further discussion of Oregon nonprofit corporation status until March 2010.

Following these two actions of the body during this July 11 meeting, I made the following motion:

"Direct SEIU Local 503 staff to take immediate steps to become in compliance with the provisions of Oregon law consistent with the provisions of our [Constitution and Bylaws] C&Bs and SEIU International ethics policy."

My motion was seconded. During the discussion, Ms. Gina Santacroce, acting as a "Director," made a motion to table my standing motion. Santacroce's motion to table was adopted by majority vote of the body. The draft minutes of the July 11, 2009 meeting state that my motion was tabled "indefinitely." Under the SEIU Local 503, OPEU Constitution and Bylaws, the "Immediate Past President" is declared to be a non-voting member of the Board.

Following the adoption of Santacroce's motion tabling my motion, I attempted to question Supervising Attorney Stefan about whether there were any legal implications based on the body's failure to take action to become in compliance with Oregon law. Supervising Attorney Stefan declined to answer my question. When I attempted to clarify my question, President Burgin ruled my request out of order.

On February 4, 2010, Leslie Frane, Registered Agent of the corporation, distributed a document electronically to the "Board of Directors." That document purports to be a summary of legal advice apparently commissioned by Registered Agent Frane and authorized by her to be presented to the Board. I disagree with the assertions in Ms. Frane's document. Oregon Secretary of State Kate Brown has publicly and officially certified that the Oregon Nonprofit Corporation Act (Oregon Chapter 65) governs the Oregon corporate entity, SEIU Local 503, OPEU.

I have a concern that the purported legal analysis and conclusions contained in the document distributed by Ms. Frane could be perceived by union members as possibly a self-serving attempt to maintain herself in a non-existent Corporate Officer position in violation of long-standing Articles of Incorporation. Ms. Frane, while occupying a non-existent elected Board Officer position of "Executive Director," receives payments in excess of \$100,000 annually as salary and fringe benefits. SEIU Local 503, OPEU also has an established pension plan requiring union contributions of 15% of salary. All union disbursements to Ms. Frane are made from the corporation's treasury and are derived from union dues paid by the members of this Oregon non-profit mutual benefit corporation.

I therefore deliver to President Burgin, the presiding officer of the scheduled February 6, 2010 meeting of the "Executive Committee," and to Secretary Treasurer Casey and Vice President Reichwein my written Notice of Dissent and Objection regarding the failure of the body referred to as the "Board of Directors" to even attempt to become in compliance with the provisions of its Articles of Incorporation, Oregon law and the 2009 SEIU Ethics Policy. Unless and until SEIU Local 503, OPEU becomes in compliance with its Articles of Incorporation, I believe that this "Executive Committee" of the "Board of Directors" does not have the authority to meet or act in governing SEIU Local 503, OPEU, a union. Further, it is my opinion that each and all actions of the Union's "Board of Directors" "Executive Committee" including those of the "Executive Director" may be viewed as null and void because they are not authorized to serve the interests of the members of this Oregon non-profit corporation.

Furthermore, it is my opinion and belief that certain individuals, the "Board of Directors" and the "Executive Committee" cannot continue or attempt to continue to conduct any business on behalf of the approximately 44,000 members of SEIU Local 503, OPEU prior to becoming in compliance with Oregon law, the Articles of Incorporation and the 2009 SEIU Ethics Policy. Any such actions may be viewed to have been taken with full knowledge and intent since it appears that the body has been notified by an Oregon attorney that there is not a legal Board of Directors and by extension a legal Executive Committee thereof.

I request that under Oregon law, and in the interests of transparency and accountability to the membership of this Union, President Burgin and Secretary Treasurer Casey take the necessary steps to enter the entirety of this written "Notice of Dissent and Objection – SEIU Local 503, OPEU Non-Compliance with Oregon Nonprofit

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February 6, 2010
President Linda J. Burgin, et al

Corporation Status” into any record or minutes they create, submit or cause to be published that are a record of the proceedings of the “Board of Directors” “Executive Committee” February 6, 2010 meeting.

Respectfully submitted,

/s/

Joe DiNicola, Immediate Past President [Junior Past President]
SEIU Local 503, OPEU
c/o P.O. Box 1002
Salem, OR 97308

Verified Correct Copy of Original 4/28/2015.

August 5, 2010

To: "2010 General Council" Presiding Officer
President Linda J. Burgin

SEIU Local 503, OPEU
1730 Commercial Street S
Salem, OR 97302

**Notice of Dissent and Objection -- SEIU Local 503, OPEU
Non-Compliance with Oregon Nonprofit Corporation Status**

For the record, this document dated August 5, 2010, as well as all predecessor Notices submitted to the presiding officer of "Board" or "Executive Committee" meetings held September 12, 2009, October 10, 2009, November 14, 2009, December 12, 2009, February 6, 2010 and June 12, 2010, are each properly referred to as "Notice of Dissent and Objection - SEIU Local 503, OPEU Non-Compliance with Oregon Nonprofit Corporation Status." This August 5, 2010 Notice of Dissent and Objection is formally submitted to the presiding officer of 2010 General Council, President Linda J. Burgin, as well as the elected corporate officers copied below, Secretary-Treasurer Casey and Vice President Sonya Reichwein. In the corporate records of SEIU Local 503, OPEU 2010 General Council, it is incorrect to refer to this Notice of Dissent and Objection as "a handout" or a "letter."

I hereby renew my prior dissent and objection regarding previous meetings held by SEIU Local 503, OPEU and submit this written Notice of Dissent and Objection that the body claiming to be the "2010 General Council" of SEIU Local 503, OPEU can legitimately meet today or act to conduct business on behalf of the members of this Oregon nonprofit mutual benefit corporation. It is my understanding that the "Board of Directors" and individuals claiming to be eligible to serve at this "2010 General Council" have been advised by Attorney Marc Stefan (OSB #086075) that the governing body of the union is not in compliance with the corporation's Articles of Incorporation. It is my opinion and belief, based on Mr. Stefan's written opinion, that certain delegates to this 2010 General Council were also not elected to voting positions established in the corporation's existing Articles of Incorporation on file with the Oregon Secretary of State.¹

I therefore deliver to President Burgin, the presiding officer of the scheduled August 5, 2010 meeting of the "2010 General Council," my written Notice of Dissent and Objection regarding the failure of SEIU Local 503, OPEU to even attempt to become in compliance with the provisions of its Articles of Incorporation, Oregon law and the 2009 SEIU Ethics Policy. Unless and until SEIU Local 503, OPEU becomes in compliance with its Articles of Incorporation, I believe that this "2010 General Council" does not have the authority to meet or act in governing SEIU Local 503, OPEU, a union. Further, it is my opinion that each and all actions of the Union's "2010 General Council" including but not limited to actions to attempt to revise the existing Articles of Incorporation, may be viewed as null and void because a substantial majority of the delegates to this body are not authorized to be elected to serve the interests of the members of this Oregon non-profit corporation.

Furthermore, it is my opinion and belief that certain individuals, consisting of a substantial majority purporting to delegates at this "2010 General Council" cannot continue or attempt to continue to conduct any business on behalf of the approximately 44,000 members of SEIU Local 503, OPEU prior to becoming in compliance with Oregon law, the Articles of Incorporation and the 2009 SEIU Ethics Policy. Any such action taken by this body may be viewed to have been taken with full knowledge and intent since it appears that the body has been notified by an Oregon attorney that there is not a legal Board of Directors and by extension a properly constituted 2010 General Council.

¹ See Appendix A "Background Information" incorporated herein by this reference.

Verified Correct Copy of Original 4/28/2015.


Page 2 of 4

August 5, 2010

SEIU Local 503, OPEU "2010 General Council" Presiding Officer, President Linda J. Burgin

I request that under Oregon law, and in the interests of transparency and accountability to the membership of this Union, President Burgin and Secretary Treasurer Casey along with any and all other designated union officers or employees, take the necessary steps to enter the entirety of this written "Notice of Dissent and Objection – SEIU Local 503, OPEU Non-Compliance with Oregon Nonprofit Corporation Status," including Appendix A entitled "Background Information" incorporated herein by this reference, into any record or minutes they create, submit or cause to be published that are a record of the proceedings of the "2010 General Council of SEIU Local 503, OPEU."

Respectfully submitted,



Joe DiNicola, Immediate Past President [Junior Past President]
SEIU Local 503, OPEU
c/o P.O. Box 1002
Salem, OR 97308

cc: Secretary Treasurer Barbara Casey
Vice President Sonya Reichwein

Appendix A (2 pages) Attached below and Incorporated herein by reference

APPENDIX A

BACKGROUND INFORMATION

The SEIU Local 503, OPEU Articles of Incorporation, Article IV Section (2) currently on file with the Oregon Secretary of State, the "true nature of the board of trustees or directors, officers or other governing body which will exercise the powers of the corporation" are stated to be:

"The governing body of the [SEIU Local 503, OPEU] shall be known as the General Council which shall consist of delegates elected by the several chapters at elections held annual for that purpose, a delegate-at-large from each district and members of the Board of Directors * * * which shall consist of the officers and five district directors. The officers shall be President, Junior Past President, Vice-President, Secretary-Treasurer, and three special directors, namely: Director of Civil Service, Director of Law and Legislation and Director of Public Relations. One director shall be elected by the chapters which each of the five districts of the State."

I have requested on numerous previous occasions, in writing and during public meetings, that information be made available to me and the body referred to as the "Board of Directors" concerning the Oregon nonprofit corporation status of SEIU Local 503, OPEU. President Burgin denied my timely request to place this issue on the agenda for the scheduled March 14, 2009 "Board of Directors" ("Board") meeting and instead postponed placing it on her President's agenda until the scheduled May 16, 2009 "Board" meeting. During the scheduled May 16, 2009 "Board" meeting, the Union's house counsel Marc Stefan, (supervised by Leslie Frane acting as "Executive Director") was understood to advise those present that the appropriate action to take regarding the corporate status of SEIU Local 503, OPEU was to permit it to "lapse," and instruct employees not to file a required annual report and pay the \$50 fee. Stefan added his opinion that this would trigger an "administrative" dissolution by the Oregon Secretary of State. Those present ratified Stefan's advice by conducting a majority vote that overruled my objections.

Discussion ensued after the May 16 meeting concerning whether the action had been proper and whether dissolution of this nonprofit corporation could occur in the manner approved by the body. The issue again appeared on the agenda for the scheduled July 11, 2009 "Board" meeting. Prior to and during this July 11 meeting, Supervising Attorney Stefan provided a 5 page legal opinion titled "Q and As Regarding Corporate Status" wherein it is my understanding he essentially stated there is no legal Board of Directors for SEIU Local 503, OPEU². After receiving and discussing Stefan's written advice during the July 11,

² SEIU Local 503, OPEU Supervising Attorney Stefan provided written advice for review during the July 11, 2009 meeting titled "Q and As Regarding Corporate Status" that stated in part:

(at Question 5): "...the existing Articles of Incorporation state that the Board of Directors:

'[S]hall consist of the officers and five district directors. The officers shall be President, Junior Past President, Vice-President, Secretary-Treasurer, and three special directors, namely: Director of Civil Service; Director of Law and Legislation; and Director of Public Relations. One director shall be elected by the chapters within each of the five districts of the State.'

"Plainly, no such entity as the above-defined Board of Directors exists, and many of the positions referred to as members of any such Board have long ceased to exist. Moreover, because the Articles of Incorporation do not contain a provision that permits the composition of the Board of Directors to change and evolve over time as set forth in the Union's Bylaws, the current Board of Directors cannot be deemed the Board of Directors defined in the Articles of Incorporation. Thus, as things now stand, there is no presently constituted Board of Directors that can even initiate the dissolution process by passing a resolution for dissolution to be submitted to the entire membership."

2009 meeting, the body by majority vote acted to rescind its prior May 16, 2009 authorization to pursue an "administrative dissolution" of SEIU Local 503, OPEU (by the mechanism of non-payment of required Oregon nonprofit corporation fees). Next, the body by majority vote postponed any further discussion of Oregon nonprofit corporation status until March 2010.

Following these two actions of the body during this July 11 meeting, I made the following motion:

"Direct SEIU Local 503 staff to take immediate steps to become in compliance with the provisions of Oregon law consistent with the provisions of our [Constitution and Bylaws] C&Bs and SEIU International ethics policy."

My motion was seconded. During the discussion, Ms. Gina Santacroce, acting as a "Director," made a motion to table my standing motion. Santacroce's motion to table was adopted by majority vote of the body. The draft minutes of the July 11, 2009 meeting state that my motion was tabled "indefinitely." Under the SEIU Local 503, OPEU Constitution and Bylaws, the "Immediate Past President" is declared to be a non-voting member of the Board.

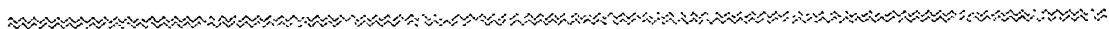
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On February 4, 2010, Leslie Frane, Registered Agent of the corporation, distributed a document electronically to the "Board of Directors." That document purports to be a summary of legal advice apparently commissioned by Registered Agent Frane and authorized by her to be presented to the Board. I disagree with the assertions in Ms. Frane's document. Oregon Secretary of State Kate Brown has publicly and officially certified that the Oregon Nonprofit Corporation Act (Oregon Chapter 65) governs the Oregon corporate entity, SEIU Local 503, OPEU.

I have a concern that the purported legal analysis and conclusions contained in the document distributed by Ms. Frane could be perceived by union members as possibly a self-serving attempt to maintain herself in a non-existent Corporate Officer position in violation of long-standing Articles of Incorporation. Ms. Frane, while occupying a non-existent elected Board Officer position of "Executive Director," receives payments in excess of \$100,000 annually as salary and fringe benefits. SEIU Local 503, OPEU also has an established pension plan requiring union contributions of 15% of salary. All union disbursements to Ms. Frane are made from the corporation's treasury and are derived from union dues paid by the members of this Oregon non-profit mutual benefit corporation.

On June 10, 2010 President Burgin submitted "FAQs that Leslie Frane, Barbara Casey, and [President Burgin] prepared in response to questions from members regarding the process of filling the Executive Director position [and] a legal research memo from Marc Stefan regarding potential legal consequences" to the "Board of Directors" via electronic mail. It is my opinion and belief that these documents contain inaccurate and incomplete information regarding the election of an SEIU Local 503, OPEU Executive Director. It is also my opinion and belief that these recommendations are not applicable to this Oregon Nonprofit Corporation based upon its Articles of Incorporation and the provisions of ORS Chapter 65.

End Appendix A



August 6, 2010

To: "2010 General Council" Presiding Officer
President Linda J. Burgin

SEIU Local 503, OPEU
1730 Commercial Street S
Salem, OR 97302

**Notice of Dissent and Objection -- SEIU Local 503, OPEU
Non-Compliance with Oregon Nonprofit Corporation Status**

For the record, this document dated August 6, 2010, as well as all predecessor Notices submitted to the presiding officer of "Board" or "Executive Committee" meetings held September 12, 2009, October 10, 2009, November 14, 2009, December 12, 2009, February 6, 2010 and June 12, 2010 and 2010 "General Council" August 5, 2010, are each properly referred to as "Notice of Dissent and Objection -- SEIU Local 503, OPEU Non-Compliance with Oregon Nonprofit Corporation Status." This August 6, 2010 Notice of Dissent and Objection is formally submitted to the presiding officer of 2010 General Council, President Linda J. Burgin, as well as the elected corporate officers copied below, Secretary-Treasurer Casey and Vice President Sonya Reichwein. In the corporate records of SEIU Local 503, OPEU 2010 General Council, it is incorrect to refer to this Notice of Dissent and Objection as "a handout" or a "letter."

I hereby renew my prior dissent and objection regarding previous meetings held by SEIU Local 503, OPEU and submit this written Notice of Dissent and Objection that the body claiming to be the "2010 General Council" of SEIU Local 503, OPEU can legitimately meet today or act to conduct business on behalf of the members of this Oregon nonprofit mutual benefit corporation. It is my understanding that the "Board of Directors" and individuals claiming to be eligible to serve at this "2010 General Council" have been advised by Attorney Marc Stefan (OSB #086075) that the governing body of the union is not in compliance with the corporation's Articles of Incorporation. It is my opinion and belief, based on Mr. Stefan's written opinion, that certain delegates to this 2010 General Council were also not elected to voting positions established in the corporation's existing Articles of Incorporation on file with the Oregon Secretary of State.¹

I therefore deliver to President Burgin, the presiding officer of the scheduled August 6, 2010 meeting of the "2010 General Council," my written Notice of Dissent and Objection regarding the failure of SEIU Local 503, OPEU to even attempt to become in compliance with the provisions of its Articles of Incorporation, Oregon law and the 2009 SEIU Ethics Policy. Unless and until SEIU Local 503, OPEU becomes in compliance with its Articles of Incorporation, I believe that this "2010 General Council" does not have the authority to meet or act in governing SEIU Local 503, OPEU, a union. Further, it is my opinion that each and all actions of the Union's "2010 General Council" including but not limited to actions to attempt to revise the existing Articles of Incorporation, may be viewed as null and void because a substantial majority of the delegates to this body are not authorized to be elected to serve the interests of the members of this Oregon non-profit corporation.

Furthermore, it is my opinion and belief that certain individuals, consisting of a substantial majority purporting to be delegates at this "2010 General Council" cannot continue or attempt to continue to conduct any business on behalf of the approximately 44,000 members of SEIU Local 503, OPEU prior to becoming in compliance with Oregon law, the Articles of Incorporation and the 2009 SEIU Ethics Policy. Any such action taken by this body may be viewed to have been taken with full knowledge and intent since it appears that the body has been notified by an Oregon attorney that there is not a legal Board of Directors and by extension a properly constituted 2010 General Council.

¹ See Appendix A "Background Information" incorporated herein by this reference.

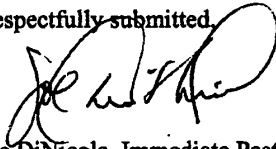
Page 2 of 4

August 6, 2010

SEIU Local 503, OPEU "2010 General Council" Presiding Officer, President Linda J. Burgin

I request that under Oregon law, and in the interests of transparency and accountability to the membership of this Union, President Burgin and Secretary Treasurer Casey along with any and all other designated union officers or employees, take the necessary steps to enter the entirety of this written "Notice of Dissent and Objection – SEIU Local 503, OPEU Non-Compliance with Oregon Nonprofit Corporation Status," including Appendix A entitled "Background Information" incorporated herein by this reference, into any record or minutes they create, submit or cause to be published that are a record of the proceedings of the "2010 General Council of SEIU Local 503, OPEU."

Respectfully submitted,



Joe DiNicola, Immediate Past President [Junior Past President]
SEIU Local 503, OPEU
c/o P.O. Box 1002
Salem, OR 97308

cc: Secretary Treasurer Barbara Casey
Vice President Sonya Reichwein

Appendix A (2 pages) Attached below and Incorporated herein by reference

APPENDIX A

BACKGROUND INFORMATION

The SEIU Local 503, OPEU Articles of Incorporation, Article IV Section (2) currently on file with the Oregon Secretary of State, the "true nature of the board of trustees or directors, officers or other governing body which will exercise the powers of the corporation" are stated to be:

"The governing body of the [SEIU Local 503, OPEU] shall be known as the General Council which shall consist of delegates elected by the several chapters at elections held annual for that purpose, a delegate-at-large from each district and members of the Board of Directors * * * which shall consist of the officers and five district directors. The officers shall be President, Junior Past President, Vice-President, Secretary-Treasurer, and three special directors, namely: Director of Civil Service, Director of Law and Legislation and Director of Public Relations. One director shall be elected by the chapters which each of the five districts of the State."

I have requested on numerous previous occasions, in writing and during public meetings, that information be made available to me and the body referred to as the "Board of Directors" concerning the Oregon nonprofit corporation status of SEIU Local 503, OPEU. President Burgin denied my timely request to place this issue on the agenda for the scheduled March 14, 2009 "Board of Directors" ("Board") meeting and instead postponed placing it on her President's agenda until the scheduled May 16, 2009 "Board" meeting. During the scheduled May 16, 2009 "Board" meeting, the Union's house counsel Marc Stefan, (supervised by Leslie Frane acting as "Executive Director") was understood to advise those present that the appropriate action to take regarding the corporate status of SEIU Local 503, OPEU was to permit it to "lapse," and instruct employees not to file a required annual report and pay the \$50 fee. Stefan added his opinion that this would trigger an "administrative" dissolution by the Oregon Secretary of State. Those present ratified Stefan's advice by conducting a majority vote that overruled my objections.

Discussion ensued after the May 16 meeting concerning whether the action had been proper and whether dissolution of this nonprofit corporation could occur in the manner approved by the body. The issue again appeared on the agenda for the scheduled July 11, 2009 "Board" meeting. Prior to and during this July 11 meeting, Supervising Attorney Stefan provided a 5 page legal opinion titled "Q and As Regarding Corporate Status" wherein it is my understanding he essentially stated there is no legal Board of Directors for SEIU Local 503, OPEU². After receiving and discussing Stefan's written advice during the July 11,

² SEIU Local 503, OPEU Supervising Attorney Stefan provided written advice for review during the July 11, 2009 meeting titled "Q and As Regarding Corporate Status" that stated in part:

(at Question 5): "...the existing Articles of Incorporation state that the Board of Directors:

'[S]hall consist of the officers and five district directors. The officers shall be President, Junior Past President, Vice-President, Secretary-Treasurer, and three special directors, namely: Director of Civil Service; Director of Law and Legislation; and Director of Public Relations. One director shall be elected by the chapters within each of the five districts of the State.'

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Verified Correct Copy of Original 4/28/2015.

Page 4 of 4

August 6, 2010

SEIU Local 503, OPEU "2010 General Council" Presiding Officer, President Linda J. Burgin

2009 meeting, the body by majority vote acted to rescind its prior May 16, 2009 authorization to pursue an "administrative dissolution" of SEIU Local 503, OPEU (by the mechanism of non-payment of required Oregon nonprofit corporation fees). Next, the body by majority vote postponed any further discussion of Oregon nonprofit corporation status until March 2010.

Following these two actions of the body during this July 11 meeting, I made the following motion:

"Direct SEIU Local 503 staff to take immediate steps to become in compliance with the provisions of Oregon law consistent with the provisions of our [Constitution and Bylaws] C&Bs and SEIU International ethics policy."

My motion was seconded. During the discussion, Ms. Gina Santacroce, acting as a "Director," made a motion to table my standing motion. Santacroce's motion to table was adopted by majority vote of the body. The draft minutes of the July 11, 2009 meeting state that my motion was tabled "indefinitely." Under the SEIU Local 503, OPEU Constitution and Bylaws, the "Immediate Past President" is declared to be a non-voting member of the Board.

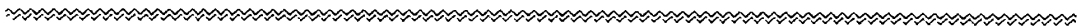
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On February 4, 2010, Leslie Frane, Registered Agent of the corporation, distributed a document electronically to the "Board of Directors." That document purports to be a summary of legal advice apparently commissioned by Registered Agent Frane and authorized by her to be presented to the Board. I disagree with the assertions in Ms. Frane's document. Oregon Secretary of State Kate Brown has publicly and officially certified that the Oregon Nonprofit Corporation Act (Oregon Chapter 65) governs the Oregon corporate entity, SEIU Local 503, OPEU.

I have a concern that the purported legal analysis and conclusions contained in the document distributed by Ms. Frane could be perceived by union members as possibly a self-serving attempt to maintain herself in a non-existent Corporate Officer position in violation of long-standing Articles of Incorporation. Ms. Frane, while occupying a non-existent elected Board Officer position of "Executive Director," receives payments in excess of \$100,000 annually as salary and fringe benefits. SEIU Local 503, OPEU also has an established pension plan requiring union contributions of 15% of salary. All union disbursements to Ms. Frane are made from the corporation's treasury and are derived from union dues paid by the members of this Oregon non-profit mutual benefit corporation.

On June 10, 2010 President Burgin submitted "FAQs that Leslie Frane, Barbara Casey, and [President Burgin] prepared in response to questions from members regarding the process of filling the Executive Director position [and] a legal research memo from Marc Stefan regarding potential legal consequences" to the "Board of Directors" via electronic mail. It is my opinion and belief that these documents contain inaccurate and incomplete information regarding the election of an SEIU Local 503, OPEU Executive Director. It is also my opinion and belief that these recommendations are not applicable to this Oregon Nonprofit Corporation based upon its Articles of Incorporation and the provisions of ORS Chapter 65.

End Appendix A



August 7, 2010

To: "2010 General Council" Presiding Officer
President Linda J. Burgin

SEIU Local 503, OPEU
1730 Commercial Street S
Salem, OR 97302

Notice of Dissent and Objection -- SEIU Local 503, OPEU
Non-Compliance with Oregon Nonprofit Corporation Status

For the record, this document dated August 7, 2010, as well as all predecessor Notices submitted to the presiding officer of "Board" or "Executive Committee" meetings held September 12, 2009, October 10, 2009, November 14, 2009, December 12, 2009, February 6, 2010 and June 12, 2010 and 2010 "General Council" August 5 and 6, 2010, are each properly referred to as "Notice of Dissent and Objection – SEIU Local 503, OPEU Non-Compliance with Oregon Nonprofit Corporation Status." This August 7, 2010 Notice of Dissent and Objection is formally submitted to the presiding officer of 2010 General Council, President Linda J. Burgin, as well as the elected corporate officers copied below, Secretary-Treasurer Casey and Vice President Sonya Reichwein. In the corporate records of SEIU Local 503, OPEU 2010 General Council, it is incorrect to refer to this Notice of Dissent and Objection as "a handout" or a "letter."

I hereby renew my prior dissent and objection regarding previous meetings held by SEIU Local 503, OPEU and submit this written Notice of Dissent and Objection that the body claiming to be the "2010 General Council" of SEIU Local 503, OPEU can legitimately meet today or act to conduct business on behalf of the members of this Oregon nonprofit mutual benefit corporation. It is my understanding that the "Board of Directors" and individuals claiming to be eligible to serve at this "2010 General Council" have been advised by Attorney Marc Stefan (OSB #086075) that the governing body of the union is not in compliance with the corporation's Articles of Incorporation. It is my opinion and belief, based on Mr. Stefan's written opinion, that certain delegates to this 2010 General Council were also not elected to voting positions established in the corporation's existing Articles of Incorporation on file with the Oregon Secretary of State.¹

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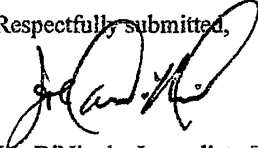
Page 2 of 4

August 7, 2010

SEIU Local 503, OPEU "2010 General Council" Presiding Officer, President Linda J. Burgin

I request that under Oregon law, and in the interests of transparency and accountability to the membership of this Union, President Burgin and Secretary Treasurer Casey along with any and all other designated union officers or employees, take the necessary steps to enter the entirety of this written "Notice of Dissent and Objection – SEIU Local 503, OPEU Non-Compliance with Oregon Nonprofit Corporation Status," including Appendix A entitled "Background Information" incorporated herein by this reference, into any record or minutes they create, submit or cause to be published that are a record of the proceedings of the "2010 General Council of SEIU Local 503, OPEU."

Respectfully submitted,



Joe DiNicola, Immediate Past President [Junior Past President]

SEIU Local 503, OPEU
c/o P.O. Box 1002
Salem, OR 97308

cc: Secretary Treasurer Barbara Casey
Vice President Sonya Reichwein

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Page 4 of 4

August 7, 2010

SEIU Local 503, OPEU "2010 General Council" Presiding Officer, President Linda J. Burgin

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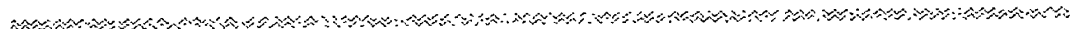
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End Appendix A



Verified Correct Copy of Original 4/28/2015.

From: "Linda Burgin" <burginl@opeuseiu.org>
Subject: **[Board] Resolution/Articles of Incorporation**
Date: March 1, 2010 2:35:31 PM PST
To: <board@lserve.opeuseiu.org>
Reply-To: List for SEIU 503 Board members <board@lserve.opeuseiu.org>
▶ 3 Attachments, 101 KB

Brothers & Sisters:

At the January Board meeting, a motion was passed stating that I should work with legal counsel to write a General Counsel resolution directing the amendment of our Articles of Incorporation, and that I should bring that resolution to the March meeting for approval

Please review the three attached documents:

1. The motion I was directed to prepare.
2. The actual Articles of Incorporation, with proposed deletions and additions marked.
3. The memo that Leslie sent previously summarizing Greg Hartmann's presentation at the January Board meeting on this subject.

It is my hope that we will be able to discuss and vote on this resolution at the 3/13/10 Board Meeting. If you have any questions about the wording of the resolution or the amendments, please email me back at your earliest convenience, and I'll make sure that they are answered.

Note: The first two documents were not complete when we mailed the Board packets, so they were not included in the mailing. Hard copies will be provided in the purple folders at the 3/13/10 Board Meeting.

In Unity,
Linda
Linda J. Burgin, President
SEIU 503, OPEU
503-581-1505, ext. 124
503-409-1849 (cell)


GC Resolutio...doc (33.5 KB) Articles of In...doc (40.0 KB) Summary of...doc (27.5 KB)

Summary of Presentation by Attorney Greg Hartman (from the law firm Bennett, Hartman, Morris and Kaplan)'s Presentation

Since the mid-1940's a disconnect has developed between the 1945 Articles of Incorporation drafted by the Union's predecessor association and the Union's Constitution and Bylaws which have governed this organization's operations since its inception in the early '40s. This is not an uncommon situation for organizations like Local 503, this, and the current situation presents no meaningful danger to the organization and can be easily fixed. The recommendations presented are the consensus view of Greg, Mike Morris of his firm and Cyndi Cumfer, who is the leading legal expert on Oregon non-profit corporation law.

There are two available approaches for eliminating the disconnect. One would be to allow the incorporated status to lapse and operate the Union as an unincorporated association – which is the way union's have historically operated and the way many operate now. This approach is a viable one that would preserve the Union's tax exempt status and protect its members and officers from personal liability (much like corporate status achieves). While this approach is a viable one, it would require the establishment of some corporate status to hold the Union's ~~real~~ property and involve making various changes such as securing a new employer number, changes in bank accounts and many other technical modifications.

A second approach, that being recommended, is to submit a Resolution to the General Council to approve minor amendments to the Articles of Incorporation that will make the Union's C&Bs the governing documents of the Union for corporate status in a manner that is consistent with the requirements of the 1941 statute that governs the Union's corporate status. This approach is one that is fully consistent with how this organization has governed itself since its inception -- with the General Council being the ultimate governing body responsible for the organization's structure and overall operations—and is also consistent with the Resolution passed by the 1981 General Council aimed at doing just that.

Two other matters addressed concerned, 1) what law will govern the organization for corporate purposes and 2) what "risks", if any, are posed to the organization by virtue of the current disconnect that would be addressed later this year. On the first issue, it is clear that the 1941 statute (and not the current tax exempt corporation statute) applies to the Union's corporate status and operations. This is so because the 1941 statute did not reserve the power to amend or repeal that statute as required by ORS 65.957(1). As for any claim that the Union's actions to date have been improper or "unauthorized" or are somehow invalid, there is no sound basis in law or otherwise any such claims. As stated at the outset, the Union has not acted unlawfully. Rather, there is simply a technical glitch in the connection between the Articles and the C&Bs that should be easily remedied at the next General Council.

Summary of Presentation by Attorney Greg Hartman (from the law firm Bennett, Harman, Morris and Kaplan)'s Presentation

Since the mid-1940's a disconnect has developed between the 1945 Articles of Incorporation drafted by the Union's predecessor association and the Union's Constitution and Bylaws which have governed this organization's operations since its inception in the early '40s. This is not an uncommon situation for organizations like Local 503, ~~this one~~. The current situation presents no meaningful danger to the organization and can be easily fixed. The recommendations presented are the consensus view of Greg, Mike Morris of his firm and Cyndi ~~Cumfer~~, who is the leading legal expert on Oregon non-profit corporation law.

There are two available approaches for eliminating the disconnect. One would be to allow the incorporated status to lapse and operate the Union as an unincorporated association -- which is the way unions have historically operated and the way many operate now. This approach is a viable one that would preserve the Union's tax exempt status and protect its members and officers from personal liability (much like corporate status achieves). While this approach is a viable one, it would require the establishment of some corporate status to hold the Union's ~~real~~ property and involve making various changes such as securing a new employer number, changes in bank accounts and ~~many~~ other technical modifications.

A second approach, that being recommended, is to submit a Resolution to the General Council to approve minor amendments to the Articles of Incorporation that will make the Union's C&Bs the governing documents of the Union for corporate status in a manner that is consistent with the requirements of the 1941 statute that governs the Union's corporate status. This approach is one that is fully consistent with how this organization has governed itself since its inception -- with the General Council being the ultimate governing body responsible for the organization's structure and overall operations -- and is also consistent with the Resolution passed by the 1981 General Council ~~and at doing just that~~.

Two other matters addressed concerned, 1) what law will govern the organization for corporate purposes and 2) what "risks", if any, are posed to the organization by virtue of the current disconnect that would be addressed later this year. On the first issue, it is clear that the 1941 statute (and not the current tax exempt corporation statute) applies to the Union's corporate status and operations. This is so because the 1941 statute did not reserve the power to amend or repeal that statute as required by ORS 65.957(1). As for any claim that the Union's actions to date have been improper or "unauthorized" or are somehow invalid, there is no sound basis in law or otherwise any such claims. As stated at the outset, the Union has not acted unlawfully. Rather, there is ~~simply~~ a technical glitch in the connection between the Articles and the C&Bs that ~~should be~~ ~~in~~ ~~immedi~~ remedied ~~at the next General Council~~.

Summary of Greg Hartman presentation.doc.Properties

General Summary Statistics Contents Custom

Title: Summary of Greg Hartman's Presentation

Subject:

Author: Marc Stefan

Manager:

Company: SEIU Local 503, OPEU

Category:

Keywords:

Comments:

Hyperlink base:

Template: Normal

Save preview picture with this document

Cancel OK

RESOLUTION

WHEREAS, SEIU Local 503, OPEU was incorporated as a non-profit corporation in 1945; and

WHEREAS, the Union's Articles of Incorporation have not been amended since 1945 even though our governing structure has been changed from time to time by the General Council;

WHEREAS, the Union has secured guidance on the most appropriate manner to update the Article of Incorporation from the leading non-profit corporation lawyer in Oregon and a leading labor law firm;

WHEREAS, the 1945 Articles of Incorporation and the amendments being authorized by this resolution are attached for information purposes; now, therefore

BE IT RESOLVED by the General Council of SEIU Local 503, OPEU;

That the following Amendments to Nonprofit Articles of Incorporation be filed with the Oregon Secretary of State.

AMENDMENTS TO NONPROFIT ARTICLES OF INCORPORATION OF
SERVICE EMPLOYEES INTERNATIONAL UNION LOCAL 503, OREGON PUBLIC
EMPLOYEES UNION, FKA OREGON PUBLIC EMPLOYEES ASSOCIATION
("THE CORPORATION")

The Corporation was incorporated January 4, 1945 under the Oregon Non-profit Corporation Act, 1941 Oregon Laws, Chapter 462. Pursuant to Section 8 of that law the Corporation submits these amendments. The Articles of Incorporation are amended as follows:

1. Article II is amended to change the words "To unite employees of the State of Oregon in an independent organization dedicated to the mutual welfare of the State and it employees." to "To unite employees in an organization dedicated to the mutual welfare of union members and our communities."
2. Article III is amended to change the words "dues from the members" to "dues and other sources."
3. Articles IV is amended to delete the entire provisions of Article IV (2) and (3) and to replace it with the following Article IV(2):

"The governing body of the corporation shall be the General Council. The General Council shall consist of delegates chosen by the mode and at the time prescribed by the Constitution and/or Bylaws of the corporation. The nature, composition and authority of the General Council, as well as the governance and

_ Verified Correct Copy of Original 4/28/2015._

administration of the affairs of the corporation, shall be prescribed by the Constitution and/or Bylaws of the corporation as amended from time to time.”

Except as amended above, all other provisions of the Articles of Incorporation filed January 4, 1945, as previously amended, shall continue in full force and effect.

ARTICLES OF INCORPORATION

OF

OREGON STATE EMPLOYEES ASSOCIATION

We, I. A. DeFrance, President
Homer V. Carpenter, Secretary-Treasurer
E. H. Clymer, Director of Public Relations

whose names are hereunto subscribed, desiring to form a corporation under and by virtue of Chapter 462, Oregon Laws, 1941, providing for the creation of nonprofit corporations, do hereby associate ourselves together and make and execute in triplicate the following articles of incorporation, to wit: *[Remains unchanged showing individuals forming corporation originally.]*

ARTICLE I

The name assumed by this corporation and by which it shall be known is **Service Employees International Union Local 503, Oregon Public Employees Union** ~~Oregon State Employees Association~~ and its duration shall be perpetual. *[Name change made by previous amendment.]*

ARTICLE II

The object, business or pursuit in which this corporation proposed to engage is as follows:

To unite employees in an organization dedicated to the mutual welfare of union members and our communities. *[Updates corporate purpose to include non-state employees with minimal changes while retaining broad flexibility.]*

~~To unite the employees of the State of Oregon in an independent organization dedicated to the mutual welfare of the State and its employees.~~

ARTICLE III

The estimated value of the property and money possessed by this corporation at the time of executing these articles is Two thousand dollars (\$2,000.00), and its revenue shall be derived from dues **and other sources** ~~from the members~~. *[First clause remains unchanged showing corporation's original property assets; amendment recognizes additional sources of income such as fair share payments and interest.]*

ARTICLE IV

(1) The names and official titles, if any, and the post office addresses of the persons executing these articles are:

I. A. DeFrance, President	1334 Court Street, Salem, Oregon
Homer V. Carpenter, Secretary-Treasurer	1496 Court Street, Salem, Oregon
E. H. Clymer, Director of Public Relations	Rt. #3, Box 900, Salem, Oregon

[Provisions unchanged showing original incorporators.]

(2) The governing body of the corporation shall be the General Council. The General Council shall consist of delegates chosen by the mode and at the time prescribed by the Constitution and/or Bylaws of the corporation. The nature, composition and authority of the General Council, as well as the governance and administration of the affairs of the corporation, shall be as prescribed by the Constitution and/or Bylaws of the corporation as amended from time to time.

[Reaffirms that General Council is primary governing body of Union and that Union is governed by its Constitution and/or Bylaws. Allows future changes to be made by General Council without having to amend Articles of Incorporation.]

~~(2) The foregoing persons are to be the governing body which is to exercise the powers of the corporation. (If this is not the case, state in the following space the true nature of the board of trustees or directors, officers or other governing body which will exercise the powers of the corporation.)~~

~~The governing body of the Oregon State Employees Association shall be known as the General Council which shall consist of delegates elected by the several chapters at elections held annually for that purpose, a delegate-at-large from each district and members of the Board of Directors.~~

~~The administration of the affairs of the Oregon State Employees Association shall be vested in the Board of Directors, which shall consist of the officers and five district directors. The officers shall be President, Junior Past President, Vice-President, Secretary-Treasurer, and three special directors, namely: Director of Civil Service; Director of Law and Legislation; and Director of Public Relations. One director shall be elected by the chapters within each of the five districts of the State.~~

~~(3) The successors to the corporators, or the board of trustees, or directors, officers or such other governing body will be elected annually by the General Council on the occasion of the annual meeting in November, at the call of the Directors~~

ARTICLE V

The location and principal office of this corporation shall be at Salem in Marion County, Oregon. *[No change.]*

**Summary of Presentation by Attorney Greg Hartman
(from the law firm Bennett, Hartman, Morris and Kaplan)
at the SEIU Local 503 OPEU Board of Directors Meeting on January 9, 2010**

Since the mid-1940's a disconnect has developed between the 1945 Articles of Incorporation drafted by the Union's predecessor association and the Union's Constitution and Bylaws which have governed this organization's operations since its inception in the early '40s. This is not an uncommon situation for organizations like Local 503. The current situation presents no meaningful danger to the organization and can be easily fixed. The recommendations presented are the consensus view of Greg, Mike Morris of his firm and Cyndi Cumfer who is the leading legal expert on Oregon non-profit corporation law.

There are two available approaches for eliminating the disconnect. One would be to allow the incorporated status to lapse and operate the Union as an unincorporated association – which is the way unions have historically operated and the way many operate now. This approach is a viable one that would preserve the Union's tax exempt status and protect its members and officers from personal liability (much like corporate status achieves). While this approach is a viable one, it would require the establishment of some corporate structure to hold the Union's real property and involve making various changes such as securing a new employer number, changes in bank accounts and other complications.

A second approach, that being recommended, is to submit a Resolution to the General Council to approve minor amendments to the Articles of Incorporation that will make the Union's C&Bs the governing documents of the Union for corporate status in a manner that is consistent with the requirements of the 1941 statute that governs the Union's corporate status. This approach is one that is fully consistent with how this organization has governed itself since its inception -- with the General Council being the ultimate governing body responsible for the organization's structure and overall operations.

Two other matters addressed concerned, 1) what law will govern the organization for corporate purposes and 2) what "risks", if any, are posed to the organization by virtue of the current disconnect that would be addressed later this year. On the first issue, it is clear that the 1941 statute (and not the current tax exempt corporation statute) applies to the Union's corporate status and operations. This is so because the 1941 statute did not reserve the power to amend or repeal that statute as required by ORS 65.957(1). As for any claim that the Union's actions to date have been improper or "unauthorized" or are somehow invalid, there is no sound basis in law or otherwise for any such claims. As stated at the outset, the Union has not acted unlawfully. Rather, there is a technical glitch in the connection between the Articles and the C&Bs that should be remedied at the next General Council.

**SEIU Local 503, OPEU
Board of Directors Meeting
March 13, 2010
SEIU 503 Salem Headquarters**

President Burgin called the meeting called to order at 9:00a.m.

Roll Call

Present:

Statewide Officers: Linda Burgin, Sonya Reichwein, Barbara Casey, Leslie Frane
Directors & Assistant Directors: Maggie Neel, Nancy Padilla, Cameron McGinnis, Lea Spencer
Daniel Smith, Deon Chandler, Gary Wolf, Mary Wood, BG Gray, Judy Byers, Portia Moye, Gary
Lane, Jenny Garner, Drucilla Califf, Anita Pecoff, Jill Sipes, Belinda Melendez, Gus Cole, James
Jacobson, Deborra Ann Low, Randy Davis, Rosalie Pedroza, Trish Lutgen, Phyllis Wills, Gina
Santacroce, Mary Hubert-Godwin, Kay Schneider, Bart Lewis

Excused: Joe DiNicola, Catherine Stearns, Robert Sisk, Rena Chapel, Holly Fries, Dawn
Morgan

Absent: Valerie Martinez, Patty Jones, Sandy Huckleberry, Cheryl Bergman

Approval of the Minutes

M/S/C to approve the minutes from the January 9, 2010 Board meeting as presented.

Revised Agenda

M/S/C to approve the revised agenda as presented.

Political Report

Political Director Arthur Towers showed a video outlining SEIU Oregon's political strategy in the
campaign to win Measures 66 and 67.

CAPE candidate recommendations were presented, discussed and approved as follows:

Region 1: no current races

Region 2:

SD 15: Chuck Riley
SD 20: Martha Schrader
HD 29 Katie Riley
HD 35: Margaret Doherty
HD 37: Will Rasmussen
DH 43: Lew Frederick
Metro Chair: Rex Burkholder
Metro Councilor, District 11: Duke Shepard
Portland City Council: Nick Fish

Region 3:

Salem Mayor: Chuck Bennett
Marion County Commission, Seat 1: Jason Freilinger (pending CAPE region 3 meeting on 3/20)
HD 26: Sandy Webb

Articles of Incorporation

President Burgin distributed and reviewed a draft resolution to amend the SEIU Local 503, OPEU Articles of Incorporation per Attorney Greg Hartman's recommendation.

M/S/C to approve and sponsor the General Council Resolution amending the SEIU Local 503, OPEU Articles of Incorporation.

PCUN

PCUN Secretary Treasurer Larry Kleinman and Board member, Jaime Arredondo provided an update and overview about PCUN's recent activities. They reviewed the long-standing relationship between SEIU and PCUN, introduced the CAPACES leadership school project and discussed the status and need for comprehensive immigration reform.

As an example of why immigration reform is needed, Leslie told the story about union leaders at French Prairie nursing home being terminated when the employer ran E-verify checks on workers immediately after the card count. Board members passed a hat and raised over \$220 for the former French Prairie workers.

Quality Services

Public Sector Director Heather Conroy presented an update on the Quality Services project, adopted by SEIU as part of the Justice for All campaign and by Local 503 at the 2008 General Council. Our experience shows that Oregonians value services we provide, but at the same time, the public is still skeptical about government.

Over the last 18 months, we have developed and are working on three quality services campaigns:

1. Through Empower Oregon, we are building relationships with mental health and developmentally disabled care workers with a goal of improving the quality of MHDD services.
2. We won a grant to address the problem of domestic violence against homecare providers, which will give us the ability to develop "tool kits" and trainings to help address this serious problem; and
3. We actively participated in the DHS transformation project – which expedited and streamlined services to needy Oregonians.

The Board viewed a video prepared by SEIU highlighting three projects where service and quality were improved when the union and management worked together. Assistant Director Jill Sipes and Director Catherine Stearns were featured in the video.

OSU Janitor Update

Director Maggie Neel told the story of Local 49 janitors layoff and job restoration at OSU. In conjunction with the Oregon Student Association (OSA), the professors' union (AAUP) and graduate students on campus we worked together to support the SEIU Local 49 janitors whom the university had laid off. In a decisive victory for the workers, OSU recalled all of the laid off janitors.

Committee Updates & Appointments

Executive Committee minutes were emailed and in the packet.

Kevin Trautman stepped down as chair of the Stewards Committee, but would like to remain on the committee. President Burgin recommended the appointment of Cheryl Bergman as Chair.
M/S/C to confirm the appointment of Cheryl Bergman as Chair

Joye Willman, Members Benefits Chairperson, distributed a handout and discussed the Smart Savings program, an online discount shopping site.

General Council Update

The General Council theme is "Together We are Making History".

Linda Burgin presented a motion regarding travel and lodging at General Council. The Board reviewed and discussed the motion.

M/S/C to allow General Council delegates to stay in hotel accommodations in Albany if their home address is 20 miles or more from the Linn County Fair & Exhibition Center, 3700 Knox Butte Rd., Albany, the site of the 2010 General Council. This is applicable the nights of Thursday, 8/5/10, and Friday, 8/6/10. Note: Map Quest will be used to determine mileage.

In an effort to control costs, hotel rooms should be shared. Requests for single rooms for any reason will only be reserved with a prepayment of \$41 per night, which should be paid when the registration form is submitted. Sharing rooms with non-members will also cost \$41 per night, prepaid when the registration form is submitted.

PERS Update

Linda Burgin distributed some handouts regarding PERS, including one developed by Research Director, Paul McKenna. She invited Board members to join the Capitol Stewards email list and join the monthly Capitol Stewards meeting.

Old/New Business

- Ethics Update: Linda Burgin reviewed the list of Board members who have not completed the ethics training and asked those who have not completed the testing to contact Cheryl Willcoxon at SEIU Headquarters to schedule the test.
- Bart Lewis brought a booklet outlining the SEIU retirees' program. Each Board member received a copy.
- A Higher Education leadership conference is scheduled at 10am on March 27th at Headquarters.
- AFL-CIO candidate training school is being held on April 3rd at the AFSCME office in Salem.

Meeting adjourned at 5:00pm.

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**Service Employees International Union
Local 503,
Oregon Public Employees Union**

Constitution and Bylaws (C&B #2)

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Subject: Articles of Incorporation
Submitted by: SEIU Local 503 Board of Directors
Authored by: Linda Burgin

WHEREAS, SEIU Local 503, OPEU was incorporated as a non-profit corporation in 1945; and

WHEREAS, the Union's Articles of Incorporation have not been amended since 1945 even though our governing structure has been changed from time to time by the General Council; and

WHEREAS, the Union has secured guidance on the most appropriate manner to update the Article of Incorporation from the leading non-profit corporation lawyer in Oregon and a leading labor law firm; and

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EMPLOYEES UNION, FKA OREGON PUBLIC EMPLOYEES ASSOCIATION ("THE
CORPORATION")**

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1. Article II is amended to change the words [To unite employees of the State of Oregon in an independent organization dedicated to the mutual welfare of the State and its employees.] to To unite employees in an organization dedicated to the mutual welfare of union members and our communities.
2. Article III is amended to change the words [dues from the members] to dues and other sources.

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Verified Correct Original

3. Articles IV is amended to delete the entire provisions of Article IV(2) and (3) and to replace it with the following Article IV(2):

The governing body of the corporation shall be the General Council. The General Council shall consist of delegates chosen by the mode and at the time prescribed by the Constitution and/or Bylaws of the corporation. The nature, composition and authority of the General Council, as well as the governance and administration of the affairs of the corporation, shall be prescribed by the Constitution and/or Bylaws of the corporation as amended from time to time.

Except as amended above, all other provisions of the Articles of Incorporation filed January 4, 1945, as previously amended, shall continue in full force and effect.

Budget Impact / Cost Estimate: None			
8/10 Committee Recommendation:			
Passed ___	Not Passed ___	Tabled ___	Withdrawn ___
Referred to/ Combined with ___		Held in Committee ___	

April 30, 2013 Declaration of Joseph DiNicola

Exhibit 14

Page 2 of 4

ARTICLES OF INCORPORATION
OF
OREGON STATE EMPLOYEES ASSOCIATION

We, I. A. DeFrance, President
Homer V. Carpenter, Secretary-Treasurer
E. H. Clymer, Director of Public Relations

whose names are hereunto subscribed, desiring to form a corporation under and by virtue of Chapter 462, Oregon Laws, 1941, providing for the creation of nonprofit corporations, do hereby associate ourselves together and make and execute in triplicate the following articles of incorporation, to wit: *[Remains unchanged showing individuals forming corporation originally.]*

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The object, business or pursuit in which this corporation proposed to engage is as follows:

To unite employees in an organization dedicated to the mutual welfare of union members and our communities. *[Updates corporate purpose to include non-state employees with minimal changes while retaining broad flexibility.]*

~~To unite the employees of the State of Oregon in an independent organization dedicated to the mutual welfare of the State and its employees.~~

ARTICLE III

The estimated value of the property and money possessed by this corporation at the time of executing these articles is Two thousand dollars (\$2,000.00), and its revenue shall be derived from dues **and other sources from the members.** *[First clause remains unchanged showing corporation's original property assets; amendment recognizes additional sources of income such as fair share payments and interest.]*

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(1) The names and official titles, if any, and the post office addresses of the persons executing these articles are:

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Homer V. Carpenter, Secretary-Treasurer	1496 Court Street, Salem, Oregon
E. H. Clymer, Director of Public Relations	Rt. #3, Box 900, Salem, Oregon

[Provisions unchanged showing original incorporators.]

(2) The governing body of the corporation shall be the General Council. The General Council shall consist of delegates chosen by the mode and at the time prescribed by the Constitution and/or Bylaws of the corporation. The nature, composition and authority of the General Council, as well as the governance and administration of the affairs of the corporation, shall be as prescribed by the Constitution and/or Bylaws of the corporation as amended from time to time.

[Reaffirms that General Council is primary governing body of Union and that Union is governed by its Constitution and/or Bylaws. Allows future changes to be made by General Council without having to amend Articles of Incorporation.]

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~~The governing body of the Oregon State Employees Association shall be known as the General Council which shall consist of delegates elected by the several chapters at elections held annually for that purpose, a delegate at large from each district and members of the Board of Directors.~~

~~The administration of the affairs of the Oregon State Employees Association shall be vested in the Board of Directors, which shall consist of the officers and five district directors. The officers shall be President, Junior Past President, Vice-President, Secretary-Treasurer, and three special directors, namely: Director of Civil Service; Director of Law and Legislation; and Director of Public Relations. One director shall be elected by the chapters within each of the five districts of the State.~~

~~(3) The successors to the corporators, or the board of trustees, or directors, officers or such other governing body will be elected annually by the General Council on the occasion of the annual meeting in November, at the call of the Directors~~

ARTICLE V

The location and principal office of this corporation shall be at Salem in Marion County, Oregon. *[No change.]*

A	Aaron Giesa			\$64,047				\$64,047
B	Organizer							
C	None							
I	Schedule 15 Representational Activities	100 %	Schedule 16 Political Activities and Lobbying		Schedule 17 Contributions		Schedule 18 General Overhead	Schedule 19 Administration
A	Kathie Best			\$60,688				\$60,688
B	Communications Specialist							
C	None							
I	Schedule 15 Representational Activities	30 %	Schedule 16 Political Activities and Lobbying	5 %	Schedule 17 Contributions		Schedule 18 General Overhead	Schedule 19 Administration 65 %
TOTALS RECEIVED BY EMPLOYEES MAKING LESS THAN \$10000								
\$0								
I	Schedule 15 Representational Activities		Schedule 16 Political Activities and Lobbying		Schedule 17 Contributions		Schedule 18 General Overhead	Schedule 19 Administration
Total Employee Disbursements		\$7,053,850		\$0		\$0		\$7,053,850
Less Deductions								
Net Disbursements								\$7,053,850

Form LM-2 (Revised 2003)

SCHEDULE 13 - MEMBERSHIP STATUS

FILE NUMBER: 519-355

Category of Membership (A)	Number (B)	Voting Eligibility (C)
Members	33,931	Yes
Associates	611	No
Staff	44	Yes
Retirees	423	Yes
Fair Share	17,630	No
Members	52,639	
Agency Fee Payers*		
Total Members/Fee Payers	52,639	

*Agency Fee Payers are not considered members of the labor organization.

Form LM-2 (Revised 2003)

DETAILED SUMMARY PAGE - SCHEDULES 14 THROUGH 19

FILE NUMBER: 519-355

SCHEDULE 14 OTHER RECEIPTS	
1. Named Payer Itemized Receipts	\$967,089
2. Named Payer Non-itemized Receipts	\$37,323
3. All Other Receipts	\$0
4. Total Receipts	\$1,004,412

SCHEDULE 17 CONTRIBUTIONS, GIFTS & GRANTS	
1. Named Payee Itemized Disbursements	\$59,729
2. Named Payee Non-itemized Disbursements	\$2,903
3. To Officers	\$0
4. To Employees	\$0
5. All Other Disbursements	\$23,703

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2010 OFFICIAL GENERAL COUNCIL DELEGATE REPORT

SEIU LOCAL 503, OPEU 2010 OFFICIAL GENERAL COUNCIL DELEGATE CALCULATION REPORT (Bylaws Article XV, Sec 3)

LOCAL #	LOCAL NAME	# OF Delegates	LOCAL #	LOCAL NAME	# OF Delegates
001	Retirees	4			
	STATE AGENCIES			LOCAL GOVERNMENTS	
108	OR Housing and Community Svc	1	198	Beaverton Emp Assn, City of	2
109	OR Dept. of Fish and Wildlife	4	199	Tigard Municipal Emp Assn	1
125	Dept of Administrative Services	4	294	Marion County Employees Assn	5
137	Justice, Dept of	7	390	Linn County Employees Assn	1
150	Revenue, Dept of	5	496	Josephine County Public Works	1
170	State Treasury Dept	1	497	Jackson Co Empl. Assn	4
200	DHS	50	592	Central OR Irrigation District	1
274	Veterans Affairs, Dept of	1	596	Baker County Employees	1
333	Health Division & Licensing Board	1	697	Coos Bay N Bend Water Brd	1
391	Blue Mtn Recovery Ctr/EOTC	2	777	Basin Transit Service	1
392	Oregon State Hospital	8	140	PFSD	4
393	Pendleton House	1	908	LCOG	1
415	Oregon Youth Authority	6	910	The Dalles City Emp Assn	1
440	Consumer & Business Svc, Dept of	5	921	Cannon Beach, City of	1
459	PERS - Public Emp Retirement Systems	2	923	Wallowa Co Road Dept	1
471	Employment Division	8	924	Wallowa Co Courts	1
543	State Library	1	926	Wilsonville, City of	1
575	OR Student Asst Commission(OSAC)	1	937	OR Cascades West (COG)	1
581	Education, Dept of	2	938	Pendleton, City of	1
585	Blind Commission	1	985	Curry Co	1
603	Agriculture, Dept of	2	995	Springfield, City of	1
629	Forestry, Dept of	3		TOTAL LOCAL GOVERNMENTS	32
690	Water Resources, Dept of	1		PRIVATE NON-PROFIT	
730	OR Dept of Transportation	14	501	Cascade Aids Project	1
733/622	Parks and Rec/State Fair	4	570	OR Public Broadcasting	1
735	Driver & Motor Vehicle Services	6	902	OR Supported Living Prog (OSLP)	1
839	Bureau of Labor & Industries	1	903	Rosemont	1
	TOTAL STATE AGENCIES	142	904	Child Center	1
	OREGON UNIVERSITY SYSTEM		905	North West Research Labs (NWREL)	1
81	Eastern Oregon University	1	963	Comp. Options for Drug Abuse (CODA)	1
82	Western Oregon University	1	987	Perry Center For Children	1
83	Oregon State University	6	999	Alvord-Taylor	1
84	Southern Oregon University	1		TOTAL PRIVATE NON-PROFIT	9
85	University of Oregon	9		TOTAL LOCAL DELEGATES	300
89	Portland State University	4		CURRENT BOARD - 2008 - 2010	
90	Oregon Institute of Technology	1		Sector Directors & Assistants	22
	TOTAL OUS SYSTEM	23		Region Directors & Assistants	24
	CAREGIVERS			BOARD OF DIRECTORS	46
97	Meadow Park	1		BOARD - ELECT 2010 - 2012	
98	Addus	3		Sector Directors & Assistants	22
96	Childcare	11		Region Directors & Assistants	24
99	Homecare	61		BOARD - ELECT	46
858	Adult Foster Care	5		CURRENT BOARD: SWO's & Retiree President	6
971	Prestige Nursing Homes	2			
972	Evergreen Nursing Homes	2		SUMMARY	
973	Avamere Nursing Homes	3		Local Delegates	300
974	Pinnacle	1		Current Board of Directors	46
976	Eagle Health Care	1		Board - Elect 2008 - 2010	46
	TOTAL CAREGIVERS	90		Current Board: SWO's & Retiree President	6
				Past Presidents	5
				TOTAL DELEGATES	403

→ See SEIU Local 503, OPEU Bylaws Article XVI for more information.



Phone: (503) 986-
Fax: (503) 378-
.....

Articles of Amendment—Business/Professional/Nonprofit

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327
FilingInOregon.com

Check the appropriate box below:

08/31/2010 3:45PM 000001#3714 0001

- BUSINESS/PROFESSIONAL CORPORATION
(Complete only 1, 2, 3, 4, 6, 7)
- NONPROFIT CORPORATION
(Complete only 1, 2, 3, 5, 6, 7)

FILED

REG \$55.00

AUG 31 2010

**OREGON
SECRETARY OF STATE**

Verified Correct Copy of Original 4/28/2015

REGISTRY NUMBER: **042952-18**

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) ENTITY NAME: **SERVICE EMPLOYEES INTERNATIONAL UNION LOCAL 503, OREGON PUBLIC EMPLOYEES UNION**

2) STATE THE ARTICLE NUMBER(S) AND SET FORTH THE ARTICLE(S) AS IT IS AMENDED TO READ. (Attach a separate sheet if necessary.)

SEE ATTACHMENT. THIS AMENDMENT IS FILED PURSUANT TO THE PROVISIONS OF OREGON LAWS, 1941, CHAPTER 462. OUR UTILIZATION OF THIS FORM IS NOT INTENDED TO WAIVE OUR RIGHTS AS A CORPORATION UNDER THAT CHAPTER.

3) THE AMENDMENT WAS ADOPTED ON: August 6, 2010

(If more than one amendment was adopted, identify the date of adoption of each amendment.)

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

Shareholder action was required to adopt the amendment(s). The vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.

The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

NONPROFIT CORPORATION ONLY

5) CHECK THE APPROPRIATE STATEMENT

Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval was required. The membership vote was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
1	344	344	221	0*

*By acclamation

6) EXECUTION

Signature Linda J. Burgin, President
Sonya N. Reichwein
BARBARA CASEY

Printed Name Linda J. Burgin
Sonya N. Reichwein
BARBARA CASEY

Title President
Vice President
SECRETARY-TREASURER

7) CONTACT NAME (To resolve questions with this filing.)

Cynthia Cumfer, Attorney

DAYTIME PHONE NUMBER (Include area code.)

503-234-4282

FEES

Required Processing Fee \$50

Confirmation Copy (Optional) \$5

No Fee for Nonprofit Type Change

Secretary Change

nonrefundable.

Corporation Division.

Member Card. The card number printed on a separate sheet

SERVICE EMPLOYEES INTERNATIONAL



4295218-12095792

AMDART

April 30, 2013 Declaration of Joseph DiNicola

Exhibit 17
Page 1 of 2

072954 10
AMENDMENTS TO NONPROFIT ARTICLES OF INCORPORATION OF
SERVICE EMPLOYEES INTERNATIONAL UNION LOCAL 503, OREGON PUBLIC
EMPLOYEES UNION, FKA OREGON PUBLIC EMPLOYEES ASSOCIATION
("THE CORPORATION")

The Corporation was incorporated January 4, 1945 under the Oregon Non-profit Corporation Act, 1941 Oregon Laws, Chapter 462. Pursuant to Section 8 of that law the Corporation submits these amendments. The Articles of Incorporation are amended as follows:

1. Article II is amended to change the words "To unite employees of the State of Oregon in an independent organization dedicated to the mutual welfare of the State and its employees." to "To unite employees in an organization dedicated to the mutual welfare of union members and our communities."
2. Article III is amended to change the words "dues from the members" to "dues and other sources."
3. Articles IV is amended to delete the entire provisions of Article IV(2) and (3) and to replace it with the following Article IV(2):

The governing body of the corporation shall be the General Council. The General Council shall consist of delegates chosen by the mode and at the time prescribed by the Constitution and/or Bylaws of the corporation. The nature, composition and authority of the General Council, as well as the governance and administration of the affairs of the corporation, shall be prescribed by the Constitution and/or Bylaws of the corporation as amended from time to time.

Except as amended above, all other provisions of the Articles of Incorporation filed January 4, 1945, as previously amended, shall continue in full force and effect.

**SEIU Local 503, OPEU
Board of Directors
AGENDA
Salem Headquarters**

Saturday, July 11, 2009

- 9:00 a.m.** Convene/Roll Call for BOD Meeting
- 9:05** Approve 5/16/09 BOD Minutes
- 9:15** Political Report
- 10:15** CAPE Restructure Proposal (Recommendation for Board Approval)
- 10:25** APOLLO (Request for Endorsement) (Ron Ruggiero)
- 10:40** Break
- 10:55** Bargaining Update
- 11:40** Private Non-Profit Corporate Status
 - o Motion to Rescind the 5/16/09 Motion
 - o Questions & Answers
- 12:10 p.m.** Lunch
- 1:10** Finance Committee Budget Presentation & Discussion
- 1:55** Finance Committee Report
- 2:25** Committee/Council Updates & Appointments:
 - o Executive Committee 4/18/09
 - o Board of Directors Election Committee Appointments
 - o Statewide Officers Election Committee Appointments
 - o General Council Planning Committee Appointments
 - o Women's Council Chair Appointment
 - o CLC Updates
 - o Council on Civil & Human Rights (BOLI)
- 2:40** Break
- 2:55** Report from Member Benefits Committee
- 3:10** Change That Works: Update & Discussion on National Health Care Reform & Employee Free Choice Act (EFCA)
- 4:10** External Organizing Report
- 4:25** Old & New Business
 - o December 5, 2009 Free Trade Event (World Trade Organization) (Board Endorsement Request)
 - o 2009-10 Board Calendar (Recommendation for Board Approval)
 - o SEIU Ethics Policy
- 4:45** Adjourn

The date for the next BOD Meeting is September 12, 2009.

Original 4/28/2015
Object
Verified
Linda

From: "Linda Burgin" <burginl@opeuseiu.org>
Subject: RE: Request March 14, 2009 Board Agenda Item
Date: March 6, 2009 8:13:13 PM PST
To: "Joe DiNicola" <jp.presidentjoe@gmail.com>
Cc: <franel@opeuseiu.org>, "Board members List for SEIU 503" <board@lserve.opeuseiu.org>

Immediate Past President DiNicola:

I received your request to place the issue of "SEIU Local 503, OPEU status as an Oregon nonprofit corporation" on the agenda for the March 14, 2009, Board meeting. While I agree that it is an issue that deserves discussion and attention, I believe it more appropriate to place the matter on the Agenda for the May Board meeting, and I will do so. I believe that schedule is more appropriate both because of the short time period between your request and the March meeting and because we have our legal Counsel reviewing the matter so that a full analysis and report on the various issues can be presented to the Board.

On the issues raised in the December meeting that involve the Union's corporate status – whether we are incorporated as a non-profit corporation and the impact, if any, of Chapter 65 on the e-mail voting issues – there will be a brief presentation on those issues at the March meeting.

in solidarity,

Linda

Linda J. Burgin, President
SEIU 503, OPEU
503-581-1505, ext. 222
503-409-1849 (cell)

-----Original Message-----

From: Joe DiNicola [mailto:jp.presidentjoe@gmail.com]
Sent: Tuesday, March 03, 2009 6:28 AM
To: burginl@opeuseiu.org
Cc: franel@opeuseiu.org; Board members List for SEIU 503
Subject: Request March 14, 2009 Board Agenda Item

President Burgin:

As a statewide officer, I request that you place a follow-up item on the March 14, 2009 Board of Directors agenda:

"SEIU Local 503, OPEU status as an Oregon nonprofit corporation"

This status is relevant to policies adopted or under consideration by the Board of Directors of SEIU Local 503, OPEU with respect to certain aspects of our union's business conducted on behalf of members in Oregon.

You will recall, during the Board of Directors January 10, 2009 meeting debate on the Executive Director's proposed electronic meeting and/or Board polls policy, I asked our house counsel, Marc Stefan whether SEIU Local 503, OPEU is an Oregon non-profit corporation. He stated that he did not know. I asked house counsel to research this question on behalf of the Board of Directors.

I recommend you provide each Board member with a copy of Oregon Revised Statutes, Chapter 65 -- Nonprofit Corporations prior to the meeting in order to assist the Board with review of any obligations imposed by this Oregon statute. As you know, all current Oregon Revised Statutes are available online.

I have copied the Executive Director, who is the Oregon corporate registered business agent for SEIU Local 503, OPEU, on this agenda item request. According to our governing documents, only the Executive Director can direct the work assignments of SEIU Local 503, OPEU house counsel.

Stronger Together,

Joe DiNicola, Immediate Past President
SEIU Local 503, OPEU



CIRCUIT COURT OF OREGON
THIRD JUDICIAL DISTRICT
MARION COUNTY COURTHOUSE
P.O. BOX 12869
SALEM, OREGON 97309-0869

DENNIS J. GRAVES
Circuit Court Judge
(503) 585-4939
Fax: (503) 588-5114

April 16, 2014

Nathan Rietmann
Attorney at Law
1270 Chemeketa St NE
Salem OR 97301

Gregory Hartman
Attorney at Law
210 SW Morrison St
Suite 500
Portland OR 97204

RE: DiNicola v. SEIU, et al
Marion County Circuit Court Case No. 12C18681

Dear Counsel:

This matter came before the court for a decision regarding Plaintiff's attorney fees and costs. I received an Objection from counsel for Defendant, several Declarations, and a Reply to Defendant's Objection. I have reviewed all of those pleadings carefully and arrived at a decision.

I find that there is a legal basis for an award for attorney fees and costs based upon the statutes and case law cited in Plaintiff's Statement. I have considered each of the factors pursuant to ORS 20.075(1). I specifically find that Defendant's defenses in this case were not objectively well-founded. In particular, Defendant repeatedly filed Notices of Appeal from obviously non-appealable Orders. It is my hope that an attorney fee award would deter Defendant from meritless defenses in the future.

I have also considered the factors described in ORS 20.075(2) in making this decision. There was significant time and labor required by Plaintiff's counsel. Plaintiff's counsel showed great skill in performing the legal services necessary to preserve his client's interests. Given the complexity and length of time involved in this case, I am certain that there was a limitation on other employment Mr. Rietmann could undertake. I find that his fees are within the range of

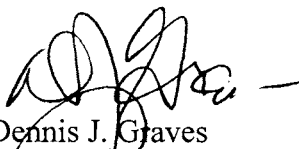
those customarily charged in this community and that he obtained an excellent result for his client. For an attorney with 8.5 years of experience, it is obvious that Mr. Rietmann has had substantial experience in civil litigation as described in Exhibit A to Plaintiff's Statement of Attorney Fees.

I do not find that Plaintiff needlessly extended argument and delayed resolution of this case as argued in Defendant's Objection. I do not find that any of Plaintiff's fees were excessive or unreasonable in terms of hours spent on this case. I specifically find that Plaintiff, a member of SEIU, in spite of positions taken by Defendant, was able to bring several issues raised in this case before Defendant's General Council, which resulted in a vote to reject unification with another union. I further find that Defendant's correspondence to Plaintiff and other SEIU members was sent to chill members' use of the membership list, which was made available to Plaintiff and other union members through this court's Order.

Plaintiff is awarded costs in the amount of \$977.50 and attorney fees in the amount of \$63,075. I deny awarding plaintiff's claimed litigation expenses in the amount of \$233.75, since those do not qualify as costs and disbursements as defined in ORS Chapter 20.

It is requested that Mr. Rietmann prepare a form of Supplemental Judgment and submit it to the court for signature within 10 days.

Sincerely,



Dennis J. Graves
Circuit Court Judge

DJG: mlh