

USAOA CONSTITUTION AND BYLAWS

This Constitution and Bylaws of the United States Aircrew Officers Association establishes the principles and procedures by which we, US-based airline pilots employed by Cathay Pacific Airways, will protect our collective and individual rights by providing the mechanisms for energetic leadership that is, at all times, controlled by and operated in the interest of the pilots that we represent.

Section 1. NAME

- 1.1 The name of this Association is "United States Aircrew Officers Association," the abbreviation of which will be "USAOA."
- 1.2 USAOA is a self-determining and independent constituent of the AOA federation of pilot trade unions at Cathay Pacific Airways, and may choose to be represented at this level.
- 1.3 The duration of USAOA is perpetual unless dissolved pursuant to the Constitution and Bylaws.

Section 2. CORE FUNCTIONS AND PRINCIPLES

- 2.1 USAOA is established:
 - 2.1.1 To act as the duly certified collective bargaining agent for its US-based pilots employed by Cathay Pacific Airlines pursuant to the Railway Labor Act and other applicable federal legislation.
 - 2.1.2 To negotiate and exercise the right of collective bargaining for the purposes of making and maintaining collective agreements covering rates of pay and other terms and conditions of employment for Members, and to settle promptly disputes and grievances which may arise between such Members and the Company.
 - 2.1.3 To secure unity of action, in order to protect and further the interests of Members.
 - 2.1.4 To regulate the relations between Members and their employer.
 - 2.1.5 To protect and further the interests of the aircrew profession; to safeguard and improve the interests and rights of Members of USAOA; to promote flight safety.
 - 2.1.6 To take any lawful action deemed desirable for the benefit and advancement of Members of USAOA and their families.

- 2.2 USAOA shall not endorse or provide financial assistance to political candidates or political parties.
- 2.3 Every Member shall have access to a copy of the Constitution and Bylaws via the USAOA website.
- 2.4 It is a fundamental principle of USAOA to work cooperatively with our colleagues in all unions representing Cathay Pacific pilots, and other professional aviation organizations, where practicable.
- 2.5 USAOA recognizes the importance of “the right of seniority” as a fundamental and guiding principle in all affairs and representations of USAOA.
- 2.6 It is a fundamental principle of USAOA to have a common seniority list shared with all Cathay Pacific pilots.

Section 3. OFFICERS

- 3.1 The Officers of USAOA are the Chairman, two Vice Chairmen, the Secretary, the Treasurer and six Executive Council Members at-Large.
- 3.2 The Chairman shall be the chief executive officer of USAOA. He shall preside over meetings of USAOA and of the Executive Council. He shall be responsible for the general and active management of the affairs of USAOA. He shall see that all orders and resolutions of the Executive Council are carried into effect. The Chairman may delegate these functions to other members of the Executive Council.
- 3.3 The Vice Chairmen will assist the Chairman and discharge the duties of the Chairman in his/her absence as designated.
- 3.4 The Treasurer shall have the custody of the funds and securities of USAOA and shall ensure that full and accurate accounts of all assets, liabilities, receipts and disbursements of USAOA in the books belonging to USAOA are maintained. He shall deposit all monies, securities and other valuable effects in the name and to the credit of USAOA in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Executive Council. He shall disburse the funds of USAOA as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Executive Council at its regular meetings, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of USAOA. He shall maintain records pertaining the finances of USAOA for a period of no less than 5 years. He shall also perform such other duties as may be directed by the Executive Council or Chairman.

- 3.5 The Secretary, when practicable, shall attend all meetings and will ensure the recording of all votes and minutes of all proceedings. The Secretary shall be the custodian of all minutes and all other non-financial records of USAOA, and he shall ensure the maintenance of those records for a period of no less than 5 years. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Executive Council, and shall perform such other duties as may be prescribed by the Executive Council or Chairman.
- 3.6 The Officers shall collectively constitute the Executive Council.
- 3.7 Powers of the Executive Council
- 3.7.1 General Powers – The Executive Council shall transact the general business of USAOA. It shall exercise such of the powers and functions of USAOA which are not assigned to USAOA Officers or not conferred exclusively upon USAOA Membership in General Meeting, including without limitation the power to rent, lease, purchase or otherwise acquire and administer any office or building or other asset for the use of USAOA and to enter into such obligations, commitments and contracts as shall be in the general interests of USAOA.
- 3.7.2 Powers of Interpretation – The Executive Council shall interpret this Constitution and Bylaws. Any such interpretation shall be made in a manner that is consistent with applicable law. In the event that any provision of this Constitution and Bylaws is found to be unlawful, it shall be of no force and effect and the Executive Council shall have the power to adopt a replacement provision that most closely lawfully accomplishes the intent of the unlawful provision.
- 3.7.3 Powers of Appointment – As and when required, the Executive Council shall create such other positions as may be necessary to conduct the business of USAOA and fill them from among the body of Members. These positions shall not be Members of the Executive Council.
- 3.7.4 Negotiating Powers – The Executive Council shall have the authority to negotiate collective agreements with the Company. In carrying out this responsibility, the Executive Council shall designate a Negotiating Committee which shall negotiate with the Company to obtain a settlement. Upon such a settlement, the Executive Council shall then decide the next course of action which may include either directing the Negotiating Committee to seek further negotiations with the Company or submitting the settlement to the Membership for ratification as provided for in Section 10. The Executive Council may, without seeking Membership ratification, agree to modifications of any collective bargaining agreement which, in the view of the Negotiating Committee provides improvements in the collective bargaining agreement when considered as a whole. The

Executive Council shall not have the power to agree to permanent reductions of collective agreements or working conditions unless a separate and specific resolution to this effect is passed in General Meeting or by secret ballot. Such resolution shall clearly identify the subjects as to which such authority is granted.

- 3.7.5 All decisions of the Executive Council shall be made by a majority vote of those members present and voting.
- 3.8 In exercising their powers and in carrying out their responsibilities, the Officers of USAOA shall act as fiduciaries to the membership with respect their dealings with the Company and the handling of the assets of USAOA and decisions pertaining to the expenditure of USAOA funds, and shall only expend such funds in accordance with the Section 12 of the Constitution and Bylaws and the Policy and Procedures Manual. USAOA shall maintain surety bonds at the expense of USAOA in amounts to be determined by the Executive Council, with respect to the Chairman, Vice Chairmen, Treasurer and any other Officer or person who is given authority to write and sign checks on behalf of the Organization.

Section 4. MEMBERSHIP

4.1 Full Membership

- 4.1.1 Any person who is of the age of 18 or over and employed as a Pilot in the USA by Cathay Pacific Airways Limited or any of its wholly-owned American subsidiary companies, other than employees eligible for membership as Associate or Honorary Membership, may be admitted to the Association as a Full Member and hold voting rights. Whenever the word "Member" is used in this Constitution and Bylaws or in the Policy and Procedures Manual, it refers to Full Members unless otherwise specified.

4.2 Associate and Honorary Membership

- 4.2.1 Associate Membership - At the discretion of the Executive Council, any person who, at the time of retirement or resignation from Cathay Pacific Airways Limited or any of its wholly-owned subsidiary companies, were either Full or Associate Members of USAOA may be admitted to USAOA as an Associate. Resigned members will cease to be members of USAOA if they take up full-time, non-pilot employment.
- 4.2.2 Honorary Absent Membership – At the discretion of the Executive Council, any person who is a member of an AOA Trade Union other than USAOA and who is not based in the United States may be admitted to USAOA as an Honorary Absent Member.

- 4.2.3 Honorary Membership – At the discretion of the Executive Council, any person may be admitted to USAOA as an Honorary Member.
- 4.2.4 Associate, Honorary Absent, and Honorary Members shall be entitled to participate in meetings except that the Chairman, or the Officer serving in his place, can, in his discretion, direct that a meeting or a portion thereof shall be closed to Associate and Honorary Members. Associate, Honorary Absent, and Honorary Members are not entitled to vote in Officer elections or on any matter of USAOA business. To the extent allowed by law, Associate, Honorary Absent, and Honorary Members may participate in any retirement or benefit program established by USAOA.
- 4.3 Except as provided in Section 4.3.1, a Pilot who no longer meets the eligibility requirements for Full Membership shall cease to be a Full Member. The Executive Council, in its discretion, may convert such a Pilot’s membership to another class of membership provided that the Pilot meets the eligibility requirements for another class of membership.
 - 4.3.1 Any member of USAOA whose employment is terminated, summarily or otherwise, may retain his membership in the status held on the date of termination, along with all responsibilities, offices and privileges of such status pending the completion of grievance procedures, for the period of his notice of termination, or 100 days, whichever is longer. This initial period may be extended quarterly subject to ratification by the Membership.
- 4.4 The Executive Council, or a Sub-Committee appointed by the Executive Council for this purpose, may exercise its discretion to accept or reject any application for membership, and they shall not be bound to disclose any reason for rejection of an application for membership.
- 4.5 A member may resign by written notice to the USAOA Secretary. Such resignation shall become effective on the date the notice is received by the Secretary.

Section 5. RIGHTS AND RESPONSIBILITIES OF MEMBERS

- 5.1 Every Member in good standing shall have the following rights:
 - 5.1.1 Equal right to:
 - (a) nominate candidates;
 - (b) vote in elections or referendums;
 - (c) attend membership meetings;
 - (d) participate in deliberations;

- (e) participate in votes at membership meetings (all subject to reasonable rules and regulations contained in the Constitution and Bylaws and the Policy and Procedures Manual of USAOA).

5.1.2 Freedom of speech as expressed by the right to:

- (a) meet and assemble;
- (b) express any views;
- (c) speak out at meetings (all subject to established and reasonable rules pertaining to conduct at meetings).

5.1.3 Due process in all cases of discipline, which must include:

- (a) notice in writing of the specific charge(s);
- (b) reasonable time to reply to said charge(s);
- (c) a full and fair hearing by an impartial tribunal with the opportunity to tell his/her own side of the story.

5.1.4 The right to examine a copy of any collective bargaining agreement covering their workplace and the right of fair representation by USAOA in all matters relating to the collective bargaining agreement.

5.1.5 To Participate in elections:

- (a) As a candidate:
 - to run and hold office subject to reasonable qualifications;
 - to have an observer at the poll;
 - to distribute or have distributed candidate literature at the candidate's expense in accordance with procedures established by USAOA.
- (b) As a voter:
 - entitled to one vote;
 - the right to a secret ballot.

5.1.6 To file any claim, charge, or appeal in accordance with this Constitution and Bylaws and the Policy and Procedures Manual.

5.2 Every Member shall have the following responsibilities

5.2.1 Every Member shall be bound by the Constitution and the Policy and Procedures Manual.

5.2.2 Members shall meet their financial obligations to USAOA promptly and fully, in accordance with the Policy and Procedures Manual.

5.2.3 Members shall not act contrary to the best interests of USAOA or its Members.

5.2.4 Members shall conduct themselves as befitting a professional airline pilot.

Section 6. DUES AND SPECIAL LEVIES

6.1 USAOA Dues shall be a percentage of a Member's Cathay Pacific Basic Salary (Basic Salary) to be paid monthly. In accordance with the Railway Labor Act, USAOA shall request a "dues check off" term in all collective agreements in order that the Company shall be required to deduct USAOA Dues and assessments from the salary of each person represented by USAOA who executes a voluntary dues check off authorization form and to forward such dues and assessments to USAOA.

6.2 USAOA Dues shall be as follows.

- Full Member – 1.25% of Basic Salary, unless the Executive Council determines to reduce the rate.
- Honorary Member – No dues requirement
- Associate Member – \$100 per annum.
- Honorary Absent Member – \$100 per annum.

6.4 USAOA may, by majority vote by secret ballot of the Members in good standing in a special referendum, or at a General Meeting after reasonable notice of the intention to vote on such question, or at a special meeting called for this particular purpose, increase the amount of USAOA Dues.

6.5. USAOA may, by majority vote by secret ballot of the Members in good standing in a special referendum, or at a General Meeting after reasonable notice of the intention to vote on such question, or at a special meeting called for this particular purpose assess a special levy for extraordinary purposes. Special levies shall be paid to USAOA by the Member within the time specified in the resolution or, if not so specified, within thirty days of the notice of the assessment by the Executive Council.

6.6 Suspension and Expulsion; Extraordinary Personal Circumstances

6.6.1 A Member who has not paid the previous month's Dues by the last day of the previous month will be considered delinquent, and a notice will be sent advising him of his delinquent dues status.

6.6.2 A Member who is delinquent for a period of two consecutive months and has not brought his account up to date by the last day of the second month shall be automatically suspended and no longer a Member in good standing.

6.6.3 A Member who is delinquent for a period of three consecutive months shall be automatically expelled from membership.

6.6.4 Sections 6.6.1 to 6.6.3 do not apply in the event that a Member has made arrangement with the Treasurer to suspend payment of Dues under an extraordinary personal circumstance such as financial hardship for up to three months. The Executive Council must approve any decision to suspend Dues payment for such a Member for longer periods of time. Subject to the discretion of the Executive Council, Members utilizing suspended Dues may be expected to make arrangements to bring their accounts current after the end of the Dues suspension period.

Section 7. MAINTENANCE OF DISCIPLINE

7.1. Any Member:

- in breach of the Bylaws or this Constitution and Bylaws;
- acting in a manner contrary to or prejudicial to any resolutions made by Members in General Meeting or the Executive Council;
- who, in the opinion of the Executive Council, is guilty of conduct prejudicial to the interests of USAOA or in conflict with the objects of USAOA,

may be expelled from USAOA by the Executive Council, his membership suspended by the Executive Council for any period, or his membership may be continued upon fulfilment of such conditions as the Executive Council may see fit to impose.

7.2 A Member may file charges against any Member alleging that the Member has acted in a manner prohibited by Section 7.1 by sending a letter to the Secretary, setting out the basis for the charge. The Secretary shall forward the letter to the Executive Council which shall promptly review the charges to determine whether reasonable cause has been shown that the Member engaged in the conduct and that the conduct was prohibited by Section 7.1.

7.3 If the Executive Council finds that reasonable cause does not exist to believe that a Member has engaged in conduct prohibited by Section 7.1, the charge shall be dismissed and no further action on the charge may be taken. If the Executive Council finds that reasonable cause exists to believe that a Member has engaged in conduct prohibited by Section 7.1, it shall direct the Secretary to give written notice to that Member and to the charging Member setting out the specific allegation or allegations of misconduct. The Secretary shall also direct a time and a place where the allegations will be addressed by the Executive Council or by a hearing officer appointed by the Executive Council, giving the Member reasonable time to prepare his defense against such allegations. Having completed the investigation and having heard the Member's defense, if any, and

the charging Member's evidence at a full and fair hearing, the Executive Council shall advise the Member and the charging member in writing of the findings and any decision made regarding the allegations of misconduct. The decision shall include a finding whether or not the Member is guilty of the alleged misconduct and, if so, what discipline, if any, is imposed upon the Member, including but not limited to fine, suspension, expulsion, removal from office (if the charged Member is an Officer) or maintenance of membership only upon certain conditions.

- 7.4 In the case of alleged misconduct of an Officer, the Executive Council may, at its discretion, appoint an independent panel to conduct an impartial hearing or may conduct the hearing excluding the charged member.

Section 8. ANNUAL GENERAL MEETINGS

- 8.1 USAOA shall hold an Annual General Meeting in March or April of each year at as time and at a location determined by the Executive Council no later than 14 days prior to the commencement of the Annual Meeting.

8.1.1 The Annual General Meeting may be a "live" meeting or may be conducted through an online application. Voting may be conducted through an online voting mechanism.

- 8.2 The business of every Annual General Meeting shall include: receiving, considering and approving the Audited Annual Accounts of USAOA; receiving and considering the Auditors' Report on such Accounts; appointing Auditors for the next financial year; approving the previous Annual General Meeting Minutes; and such other business as the Executive Committee may determine is appropriate to consider.

- 8.3 The Executive Committee shall submit an agenda for the Annual General meeting to all Members no later than 14 days prior to the convening of the Annual General Meeting.

Section 9. OTHER GENERAL MEETINGS

- 9.1 Between Annual General Meetings, USAOA may hold other General Meetings as described in this Section 9. The purpose of such General Meetings is to allow the membership to participate in decision-making on policies and procedures that the Executive Committee, in its discretion pursuant to the provisions of Section 9.2, or the Members, pursuant to the provisions of Section 9.3 believe should be decided by the membership and on all collective bargaining agreements. General Meetings may be held either in person ("Live Meetings"), by teleconference call, or online, or any combination thereof, at the discretion of the Executive Council. In order to allow fair and full participation, the Executive Council shall be guided by the principle that all decisions on significant policies, procedures and

agreements that are put to the membership at General Meetings should allow for input by as many members as possible. The Executive Council may, in its discretion, determine that a vote on a resolution may be taken over a period of time using an online voting system, to ensure that all Members are given the opportunity to vote.

9.2 General Meetings Called by the Executive Council

9.2.1 The Executive Council shall notify all Members of date and agenda of General Meetings with no less than 14 days' notice; except that when the Executive Council considers an important matter of immediate urgency, in which case a General Meeting may be convened with not less than twenty-four hours' notice.

9.2.2 Inadvertent failure or omission to give any one or more Members notice of a Meeting or the Meeting's agenda shall not invalidate the proceedings of that Meeting.

9.3 General Meetings Called by USAOA Members

9.3.1 The Executive Council shall, upon a written request signed by not less than 30% of the number of Members entitled to vote, convene a General Meeting of USAOA.

9.3.2 Upon presentation of the request, the Members requesting the General Meeting shall also present any motions for the agenda. The Executive Council may include additional motions.

9.3.3 The Executive Council shall decide the location, time, and format of the meeting and may, at their discretion, shorten the time period for convening to no less than 24 hours.

9.3.4 Should circumstances change that may alter the purpose of or the need to hold the meeting, the Executive Council may approach any or all petitioners to ask if they still wish to proceed with the meeting. In the event that written responses reduce the number of petitioners below the 30% threshold the Executive Council may, at their discretion, cancel the meeting.

9.4 Procedures Applicable to All General Meetings

9.4.1 All Meetings of USAOA shall be conducted in accordance with the procedures set forth in this Constitution and Bylaws and in the Policy and Procedures Manual. The current Robert's' Rules of Order Newly Revised shall apply to any procedural matter not otherwise regulated by this Constitution and Bylaws, the Policy and Procedures Manual, or any rules specially adopted pursuant to those documents.

- 9.4.2 Subject to the timetable set out in the Policy and Procedures Manual, all General Meetings shall be held at such times and, for Live Meetings, places as the Executive Council decides. The Executive Council shall make every effort to vary the location for each General Meeting in order to ensure involvement by Members countrywide.
- 9.4.3 The quorum for any vote shall be one third of the Members of USAOA for each vote.
- 9.4.4 If at the appointed closure time for votes at a General Meeting, the number of votes cast is insufficient to constitute a quorum, the Executive Council shall adjourn the meeting for at least ten days but not more than 30 days. The Secretary shall send the notice for calling the adjourned meeting and the agenda to each Member at least seven days prior to the meeting. At that meeting, a quorum shall be formed by whatever numbers of votes are cast (but this shall not apply to those matters for which the Railway Labor Act this Constitution and Bylaws, or the Policy and Procedures Manual set a different required quorum). Notice for the adjourned meeting shall specify in detail the provision of this Rule for the reference of all Members. Where the General Meeting has been convened pursuant to Section 9.3, if the number of votes cast is insufficient to constitute a quorum, the meeting shall be called off and no adjournment will be made.
- 9.4.5 Any General Meeting may be adjourned, with the agreement of the Executive Council Chairman or his designated representative, and notice shall be given of when the General Meeting will be reconvened.

Section 10. EXECUTIVE COUNCIL MEETINGS

- 10.1. Except as provided in Section 10.1.1, in compliance with any direction given by the Executive Council or upon the direction of the Chairman or a Vice-Chairman, or upon the written notice of any two Members of the Executive Council (which notice will state the business required to be transacted) the Secretary will convene meetings of the Executive Council by not less than three days' written notice, which notice will contain an agenda of the business to be transacted.
- 10.1.1 If the Chairman or a Vice-Chairman so decides, an Executive Council Meeting may be held with less than three days' notice so long as the minutes of any such Executive Council Meeting will contain a signed statement by the Officer concerned that the meeting was of an urgent nature.

- 10.2 Meetings of the Executive Council will be held at such times and places as the Chairman, or in his absence a Vice-Chairman, may direct. Meetings may be held in-person or through an online application.
- 10.3 When possible, any topic or issue that an Executive Council Member intends to raise at an Executive Council meeting will be notified on the agenda.
 - 10.3.1 Where any issue is likely to require a decision then, whenever possible, a motion will be included on the notified agenda.
- 10.4. The quorum for Executive Council Meetings shall be five Officers, at least one of whom is the Chairman or a Vice-Chairman, and at least two of whom are either the Chairman, Vice-Chairman, Secretary, or Treasurer.
- 10.5. Any Member of the Association may attend any Executive Council Meeting as an observer, except that the Chairman or Officer acting in his place may, at his discretion, close the meeting and ask the Member to leave either temporarily or until the meeting is re-opened or adjourned.
- 10.6 A motion at an Executive Council Meeting will be passed if more than 50% of the total number of the votes cast are 'for' the motion. The Chairman is entitled to vote on any pending motion as a member of the Executive Council. Voting on motions may take place in-person or through an online voting system. Online voting on motions before the Executive Council may be held open for up to three days.
- 10.7 Minutes of Executive Council Meetings shall be made available to Members at General Meetings and upon request.

Section 11. VOTING

- 11.1 Except as otherwise provided by this Constitution and Bylaws, by the Policy and Procedures Manual or by Roberts Rules of Order, a motion shall be passed if a simple majority of votes cast are in favor of the motion.
- 11.2 Except as provided in Section 3.7.4, no collective agreement shall be signed by the Negotiating Committee, the Chairman, or the Executive Committee until the Members have ratified the terms of the agreement by the simple majority of votes cast.
- 11.3 The following matters shall be decided by secret ballot:
 - a) the election of the Officers,
 - b) change of name of USAOA,
 - c) merger or any other formal relationship between USAOA and any other Trade Union or Federation of Trade Unions,

- d) becoming a Member of an organization which is established in a foreign country,
 - e) strike votes;
 - f) increase the dues rate or adoption of a special levy; and
 - g) ratification of a proposed collective agreement.
- 11.4 The Election Committee shall conduct any vote or secret ballot in the manner established by the Policy and Procedures Manual.
- 11.5 As soon as practicable after the conclusion of every Annual General Meeting, the Chairman shall call a meeting (live or online) of the new Executive Council at which the order of business shall include the following:
- the appointment of subcommittee members
 - the appointment of representatives to affiliated organizations

Section 12. OFFICER ELECTIONS AND FILLING OF VACANCIES

- 12.1 The terms of office for all Officers shall be two (2) years except as provided in Section 12.1.1.
- 12.1.1 The terms of office for the Officers shall be staggered so that the entire Executive Council does not stand for election at once. To achieve the staggered election cycle, the initial terms of the Chairman, the Vice Chairman who received the most votes in the first election, the Treasurer, and the three Executive Council Members at-Large who received the most votes in the first election will last until the election preceding the third Annual General Meeting. The initial terms of the remaining Vice Chairman, Secretary, and three Executive Council Members at-Large will last until the election preceding the second Annual General Meeting. Subsequently, the term for each position will be two years.
- 12.1.2 A Member may serve as Chairman for no more than two consecutive terms.
- 12.2 Elections of Officers shall be under the supervision of an Election Committee comprised of those Members of the Executive Council whose terms of office are not to expire at the next following Annual Meeting. The Election Committee will conduct elections of Officers in a manner designed to maximize Member participation in elections and in accordance with any applicable law.
- 12.3 Not fewer than 30 days prior to the Annual Meeting, the Election Committee shall send a notice to the last known e-mail address of each Member advising each Member of (a) the positions to be filled in the election, (b) the date of the election,

- (c) soliciting nominations for candidates for the positions to be filled, (d) describing the method for placing names in nomination and the date by which nominations must be received.
- 12.4 Any Member of USAOA may nominate any other Member to stand for any Officer position. No nomination shall be valid unless it is accepted in writing or electronically by the nominee. A Member may be nominated for more than one office simultaneously. Should he be elected to more than one office then he shall assume the highest office to which he has been elected (in the order of Chairman, Vice Chairman, Treasurer, Secretary, Executive Council Member at-Large). Any other office to which he has been elected shall become vacant and the vacancy shall be filled by the next highest polling nominee for that office receiving votes at least equal to 10% of the Membership.
 - 12.5 If a nominated Member subsequently wishes to withdraw, he must do so in writing to the Elections Committee before the commencement of the Ballot.
 - 12.6 No fewer than 7 days prior to the Annual General Meeting, the Elections Committee shall conduct a secret ballot election for the positions.
 - 12.7 Members will be permitted to cast one vote for the position of Chairman, two votes for the position of Vice Chairman, one vote for Treasurer, one vote for Secretary, and six votes for Executive Council Member at-Large. The nominee for each office obtaining the greatest number of votes shall be elected to the office, subject to the nominee receiving votes at least equal to 10% of the membership. The six nominees for Executive Council Member at-Large receiving the greatest number of votes shall be elected to the Executive Council, subject to each nominee receiving votes at least equal to 10% of the membership.
 - 12.8 The results of the election shall be communicated to the Chairman and Secretary within two working days following the Election Committee's certification of the results. The Secretary shall inform the Members of the results within two working days following the communication of the results to the Chairman and Secretary. The newly elected officers will assume their offices at that time the results are communicated to the Chairman and Secretary. The Election Committee's certification of the results shall be presented to the Chairman at the Annual General Meeting and the results shall be inserted into the Minutes of that General Meeting.
 - 12.8.1 Any member who wishes to challenge the certified results of an election shall file a written protest that specifies in detail the basis for the challenge with the Election Committee within 10 days of the announcement of the election results to the Members. The Election Committee shall establish procedures for hearing any such challenge and shall determine whether a challenge should be upheld and whether an election should be rerun. The

officers elected in the challenged election shall hold office until the rerun election has been held and the results of that election are certified.

12.8.2 Each Officer shall turn over to his successor any official records and/or property of the USAOA that is in his possession at the end of his term in office.

12.9 In the event an Officer vacancy occurs between elections, the vacancies will be filled in the following manner:

12.9.1 If the Office of the Chairman, Vice Chairman, Treasurer, or Secretary becomes vacant, a new Officer shall be elected to complete the term of the Officer by the Executive Council from among the Members of the Executive Council by a majority vote at the earliest opportunity, including an online vote. A Chairman elected in this manner may stand for re-election for up to two more consecutive terms.

12.9.2 If an Executive Council Member at-Large position becomes vacant, the nominee for Executive Council Member at-Large who was not elected but who received the next highest number of votes in the most recent election for Executive Council Member at-Large positions shall fill the vacant position; provided, however, that the nominee received at least 10% of the votes cast. If the vacant position cannot be filled in that manner, the Executive Council shall appoint a new replacement Member from among the Members who were eligible to run for the position. The appointed Executive Council Member at-Large shall complete the term of the Executive Council Member he replaced.

12.10 USAOA in General Meeting may at any time, by resolution supported by 2/3 of the votes cast, remove an Officer from office and the vacancy created shall be filled in the same manner as other vacancies are filled.

Section 13. FUNDS, ACCOUNTS AND AUDIT

13.1 The funds of USAOA belong solely to USAOA, and are not divisible among its members except as provided for in Section 13 of this Constitution and Bylaws in case of dissolution.

13.2 The funds of USAOA may be applied or utilized to advance any of the Core Functions and Principles of USAOA, including but not limited to:

- in payment of any proper debts of and expenses incurred by USAOA, including salaries and other remuneration paid to Staff, Officers and Auditors of USAOA and towards the acquisition of any property, goods, or services which USAOA considers necessary for the furtherance of its

objects, including toward the execution and fulfillment of a servicing agreement with another union or association;

- toward the establishment and maintenance of schemes of insurance, education, medical services, legal or other professional aid, recreation and entertainment, and any other scheme that USAOA may deem appropriate for the assistance or benefit of Members and their families;
- for establishing any co-operative for the supply or acquisition of property, goods or services for the benefit of Members and their families;
- for the conduct, publishing and distributing to Members and other interested parties of a news magazine or similar publication for the furtherance of the objects of USAOA. Such a publication may at the discretion of the Executive Council carry paid advertisements in order to defray the costs of production;
- for the conduct of any trade disputes on behalf of USAOA or any Member;
- for the cost of any legal proceedings in which USAOA or any Member is or may become a party, where the Executive Council considers it in the interests of USAOA or of a Member(s);
- towards the payment of subscriptions, fees, contributions or donations (charitable or otherwise) to a registered Trade Union or other lawful association, or combination thereof, for the benefit of USAOA; or
- towards expenses incurred during collective bargaining, any research required in the pursuit of a collective agreement, and the ongoing costs associated with the maintenance and administration of the Collective Agreement.

13.3 No funds shall be withdrawn from any account belonging to USAOA without the signature of the Chairman and Treasurer, or the Chairman or Treasurer and either of the two Vice Chairmen.

13.4 The financial year shall commence on the 1st day of January in each calendar year and expire on the 31st day of December in that calendar year.

13.5 Upon the expiry of each financial year, USAOA shall prepare an account of income and expenditure and a balance sheet for that financial year.

13.6 The account books of USAOA, vouchers, check books, receipt books and any other books, documents or electronic files relating to or evidencing the receipt or

payment of moneys by USAOA shall be kept in the custody of the Treasurer, or duly appointed Administrative Staff under the direction of the Treasurer.

- 13.7 Any Member of USAOA may inspect the books of accounts of USAOA at any reasonable time, upon making application to the Treasurer. For clarification, this shall detail income received and bills paid. It shall not include information of a personal nature or information that may be subject to any personal data privacy regulations.
- 13.8 True copies of the Audited Annual Accounts and the Auditors' Report thereon are to be presented at the Annual General Meeting. Upon request, these reports shall be made available to all Members for inspection prior to the Annual General Meeting.

Section 14. DISSOLUTION OF USAOA

- 14.1 USAOA in General Meeting may at any time resolve to dissolve USAOA by a vote of two thirds of its members, and upon so doing, the Treasurer or any other bonded officer appointed by the Executive Council shall supervise the liquidation of the assets and liabilities of USAOA and shall give directions as to the disposal of the minutes, books, register of members, account books and other books, documents and papers of USAOA and other properties for which buyers are not likely to be found, as to the period in which liquidation is to be effected and as to the distribution or disposal of the funds or other assets of USAOA.
- 14.2 Upon a vote of dissolution, the Treasurer or appointed bonded officer shall be deemed to be exclusively vested with the powers, rights and authorities conferred upon the Executive Council and every Official of USAOA.
- 14.3 The General Meeting voting to dissolve USAOA may direct that the whole or any part of any surplus funds of USAOA remaining after realization of all assets and payment of all debts and discharge of all liabilities, be applied in any manner allowed under the Constitution and Bylaws which may be consistent with liquidation of USAOA, including distribution equally among the persons who, at the date of the resolution to dissolve, were Members of USAOA in good standing.
- 14.4 Upon completion of liquidation of the affairs of USAOA, but before making final disposal of the liquid funds of USAOA remaining after payment of all debts and discharge of all liabilities, the Treasurer or appointed bonded officer shall prepare the final accounts of USAOA showing the intended final disposal of such funds. The Treasurer or appointed bonded officer shall then present the same, together with his report on the liquidation, to USAOA in General Meeting, and if such accounts and report are accepted, USAOA shall then be deemed to be dissolved

and the Treasurer or appointed bonded officer shall as soon as possible thereafter effect final disposal of such funds.

Section 15. POLICY AND PROCEDURES MANUAL

15.1 USAOA shall maintain a Policy and Procedures Manual. All Members, Staff Members, and members of the Executive Council shall act in accordance with the Policy and Procedures Manual. The Policy and Procedures Manual shall be published on the USAOA web site.

15.1.1 In the event of any conflict between the Constitution and Bylaws and the Policy and Procedures Manual, the Constitution and Bylaws shall control.

15.2 The Policies and Procedures Manual may be amended in the following manner:

15.2.1 Executive Council may amend the Policy and Procedures Manual by resolution subject to the following:

- The Members shall be notified of any proposed amendment.
- In the event that greater than 30% of the Members object in writing within 14 days of such notice, the proposed amendments shall be subject to a vote of the Members at General Meeting.

15.2.2 Members may amend the Policy and Procedures Manual by motion at a General Meeting

15.2.3 A Member may request an amendment to the Policy and Procedures Manuals between General Meetings by a written submission to the Executive Council. The Executive Council may accept such proposed amendment at its sole discretion, and, if approved, shall be subject to the procedures in Section 14.

15.2.3.1 If the Executive Council rejects the proposed amendment, it must inform the Membership of its decision and the reasons for that decision.

Section 16. AMENDMENTS TO THE CONSTITUTION AND BYLAWS

16.1 USAOA, in General Meeting, may make additions or amendments to the Constitution and Bylaws and may alter, amend or rescind any one or more of the rules contained in the Constitution and Bylaws, provided that a written motion to do so is presented to the Members with 14 days' notice prior to the General Meeting. A motion to make additions or amendments to the Constitution and

Bylaws shall pass by simple majority vote of those Members present, except that this Section and Section 14 may only be amended by a two-thirds vote of the Members present.