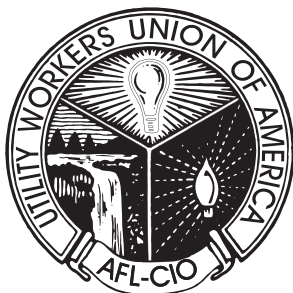


BY-LAWS OF LOCAL 369

UTILITY WORKERS UNION OF AMERICA AFL-CIO



Adopted at
Boston, Massachusetts
July 5, 1950

Amended through
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PREAMBLE

The Utility Workers Union of America, AFL-CIO is an organization of members united by the belief in the dignity and worth of workers, by the value of the services we provide to the public and dedicated to improving the lives of our members and their families.

We are an organization of men and women of every race, religion, age, and ethnicity, who are committed to a society where all workers and political mandate for a more equitable distribution of the nation's wealth for all those performing useful service to society; where workers have a collective voice and power at the workplace; where economic well being is achieved for our members and all workers' where work is satisfying and fairly rewarded.

To accomplish these goals, we commit to:

- Bargain contracts that provide for improved wages and working conditions and insure that our collective voices are heard and honored;
- Building a strong and unified union, that stands firm with other unions;
- Organize the unorganized workers in our industries so that all workers can enjoy the highest possible of wages, pensions and benefits;
- Stay united and recognize our common ground and goals and not be divided by forces of discrimination, corporate action or disharmony;
- Participate in our democratic society and insure that the union maintains a vital and central role in the political, social and economic life of our country;
- Work for social and economic justice;
- Leave behind a workplace that's better for our children and our children's children.

Compliance with the National Constitution should become the personal interest of every member of our union. Every local union officer should consider the National Constitution in connection with union matters as seriously as the law of the land in daily life. This is the lifeblood of the organization. The body will become strong and powerful or weak and frail in ratio to the importance given these laws.

**BY-LAWS
OF
LOCAL 369
UTILITY WORKERS UNION OF AMERICA, AFL-CIO**

ARTICLE I
Name and Affiliation

This Union shall be known as Local 369, Utility Workers Union of America, AFL-CIO within the terms of the charter granted by the Utility Workers Union of America, AFL-CIO.

ARTICLE II
Objects and Jurisdiction

Section 1. To unite this Local, regardless of race, creed, color, sex, age, religion, disability, national origin or sexual orientation.

Section 2. To obtain through collective bargaining and other collective activity the best possible wages, hours, benefits, pensions and other conditions of employment for our members.

Section 3. To secure through legislation, regulatory activity, and other efforts in the public arena improved economic security, safety and social welfare for employees in the industry, and to protect and extend our democratic institutions, civil rights and liberties.

Section 4. To own, hold, buy and sell real estate property to serve the purposes of the organization, including a union hall, headquarters, and place of business

Section 5. The jurisdiction of the local shall include all employees of the companies listed in Appendix A of these By-Laws, their successors, subsidiaries, affiliates, mergers, acquisitions or at other telecommunication or energy companies or any other affiliated workforce except those employees who are supervisors or managers as defined by the National Labor Relations Act.

ARTICLE III

Membership

Section 1. The membership of Local 369 shall include employees of the companies listed in Appendix A of these By-Laws, their successors, subsidiaries, affiliates, mergers, acquisitions or at other telecommunication or energy companies or any other affiliated workforce except those employees who are supervisors or managers as defined by the National Labor Relations Act.

Section 2. All applicants for membership must at the time of application be an actual worker in a bargaining unit represented by Local 369. All applicants for membership shall fill out an official application form provided by the Local, answering all questions contained in the application form and pledge to abide by the Local's By-Laws and the Constitution of the Utility Workers Union of America, AFL-CIO.

Section 3. The initiation fee for new hires shall be fifty dollars (\$50.00) payable ten dollars (\$10.00) weekly for five (5) weeks through payroll deduction.

Section 4. A member in good standing shall be defined as an individual who is in one of the bargaining units represented by Local 369, is currently on the payroll and is not working in a permanent or temporary position as a supervisor, manager, or confidential or is working full-time for the National Union or Local 369 either by election of the relevant membership or appointment. A member must also have paid his/her initiation fee in full and be current on all dues and assessments in order to be a member in good standing.

Section 4b. Any member in arrears for three (3) months in regard to dues will be designated as delinquent and not in good standing, unless officially exonerated from payment of same, and shall be required to pay a reinstatement fee imposed by the Local Union in addition to all back dues before good standing can be restored.

Section 5. Any member or Officer of this Local Union who solicits and obtains work for his/her own personal gain, to be performed outside of his/her regular employment, which would otherwise be available for performance by regular employment under contract by other members

of this Local Union, shall thereby be guilty of conduct unbecoming a member of this Local Union and if the charges are proven, shall be subject to the provisions of Article X.

Section 6. To aid and promote in the protection of our membership; members as defined in this Article, governed thereby, shall be assessed one dollar (\$1.00) per week to be deposited in a Defense Fund Account. This account will operate separately from the general fund under guidelines set forth by the Trustees and approved by the Executive Board and the Membership.

Section 7. Each Union member of Local 369 shall be issued a booklet copy of the By-Laws. Words used in these by-laws in the masculine gender shall include the feminine.

ARTICLE IV *Officers and Duties*

Section 1. The officers of Local 369 shall consist of a President, an Executive Vice President, a Secretary-Treasurer, and Vice Presidents as outlined in Appendix B.

In addition, there shall be five (5) trustees at large, as outlined in Appendix B.

Section 2. Due to the constantly changing nature of our industry and the numbers of mergers, acquisitions and divestitures, the membership recognizes that a restructuring of the officers may need to occur during a term of office or at its expiration. Therefore, the Local has adopted the following structure.

The Executive Board shall have the authority to redefine the jurisdiction and number of members represented by each Vice President during the term of office provided that the core group of members remains constant.

Should the number of members increase, the Executive Board will determine whether additional officers and/or Vice Presidents are necessary. If it concludes that additional positions are warranted, it shall present its plan to the membership at the next regularly scheduled membership meeting. If a plan is adopted, a special election

(as defined in Article XVII) shall then be held.

Should the number of members in the Local decline to less than one-thousand, eight hundred (1800) or the finances of the Local decline to an amount below that necessary to maintain the Local's structure, the Executive Board will place on the agenda at its next meeting whether to restructure the governance of the Local, including whether to reduce the number of officers and/or Vice Presidents. If the Executive Board moves to restructure the governance of the Local, it shall present its case to the Structure Committee for assessment and assistance. Final recommendations from the Executive Board shall be presented to the membership at the next regularly scheduled Membership meeting for approval. If a plan is adopted which requires an election, then a special election (as defined in Article XVII) shall then be commenced within thirty (30) days.

Upon the death, resignation, or removal for cause of a Trustee, the Executive Board shall determine whether to fill the vacated position for the remainder of its term. Such a vacancy must be filled for the remainder of its term if less than four (4) Trustees remain in office. If the Executive Board decides to fill a vacant Trustee position for the remainder of its term, it shall fill the position with the next highest receiver of votes at the most recent general election. If no such person exists, the position of Trustee shall be filled for the remainder of its term by a member of the Union chosen by the Executive Board.

Upon the death, resignation, or removal for cause of any Business Agent or any officer except a Trustee it shall be the duty of the Executive Board at its next regular meeting to order an election to fill such vacancy, provided that more than ninety (90) days remain on the vacated term of office. During the period of time until the election is concluded or for the period of ninety (90) days or less left in the term, the following shall occur:

[a] If the office of President is left vacant, the Secretary-Treasurer shall serve as acting President.

[b] If the office of Secretary-Treasurer is left vacant or when the Secretary-Treasurer is acting President, the Executive Vice-President shall serve as acting Secretary-Treasurer.

[c] If the office of Executive Vice President or Business Agent is left vacant, then the Executive Board shall determine whether to fill the position on an interim basis. If so, the Executive Board shall appoint from among the Vice Presidents to fill the vacated position on an interim basis.

[d] If any other Executive Board position is left vacant, then the Executive Board shall determine whether to fill the position on an interim basis. If so, the Executive Board shall appoint a member of the Union to fill the vacated position on an interim basis.

Section 3. Upon the death, resignation, or removal for cause of any Chief Steward or Steward, the President may appoint a successor for the balance of the term provided that one year or less of the term remains. If there is over one year remaining in the term, the President may order that a special election be held to fill the vacancy.

Section 4. Any request for a leave of absence from an officer or Executive Board member, for any reason other than those covered by the Family Medical Leave Act, shall be presented to the Executive Board, in writing, who shall act on the request. If the leave requested is for sixty (60) days or greater, the request must also be approved by the membership.

Section 5. Should any Executive Board Member be absent for three (3) consecutive meetings of the Executive Board or the general membership meetings without an excuse acceptable to the Executive Board, that office shall be declared vacant. The vacancy shall be filled in accordance with Section 2 above.

Section 6. The Officers serving as President, Executive Vice President and Secretary-Treasurer, when elected to their respective offices, shall also be elected as delegates to all National UWUA Conventions and any affiliate conventions in accordance with the Labor Management Reporting and Disclosure Act of 1959.

Within fourteen (14) days after the call of the National Convention, the Executive Board will determine whether additional delegates should be elected. The determination of the Executive Board shall be presented at the next general membership meeting for acceptance, rejection or modification. Should the general membership approve the election of

additional delegates, an election shall be immediately held to fill those delegate positions.

Section 7. The Officers serving as President, Executive Vice President and Secretary-Treasurer, when elected to their respective offices, shall also be elected as delegates to all Mass. State AFL-CIO Conventions and any affiliated conventions in accordance with the Labor Management Reporting and Disclosure Act of 1959.

Within fourteen (14) days after the call of the Mass. State AFL-CIO Convention, the Executive Board will determine whether additional delegates should be elected. The determination of the Executive Board shall be presented at the next general membership meeting for acceptance, rejection or modification. Should the general membership approve the election of additional delegates, an election shall be immediately held to fill those delegate positions.

Section 8. The President shall be a full-time employee of the Local. The President shall be the Chief Executive Officer of the Local and shall have responsibility to carry out the mandates of the Executive Board and Membership. The President shall preside at all Executive Board and general membership meetings and make reports at these meetings as to the Local's business. The President shall report all decisions and recommendations of the Executive Board to the membership at regular and special membership meetings. The President shall report all absences from the Executive Board meetings by name and reason for such absence.

The President shall co-sign, with the Secretary-Treasurer or the Executive Vice President, all checks and withdrawals from the Local's accounts. The President shall enforce the National Constitution and the Local's By-Laws and appoint all Sergeants-at-Arms and Committees not otherwise specified in the By-Laws. At his/her discretion, the President shall be an ex-officio member of all Committees.

The President, or his/her designee, shall be responsible for all communications with the press. The President shall perform all other duties as are necessary to protect and advance the interests of the Local Union and/or required by the membership.

Section 9. The Executive Vice President shall be a full-time employee of the Local. He/She shall perform special tasks and assignments under the direction of the President. These tasks shall include, but not be limited to being COPE Director, Legislative Director and Organizing Director. He/She shall also co-sign, with the Secretary-Treasurer, or the President, all checks and withdrawals from the Local's accounts. The Executive Vice President may serve in place of the President, the Secretary-Treasurer, or Business Agents during temporary, short-term absences. The Executive Vice President shall serve as Council Representative to the Brotherhood of Utility Workers.

Section 10. The Secretary-Treasurer shall be a full-time employee of the Local. The Secretary-Treasurer shall be the Chief Financial Officer of the Local. The Secretary-Treasurer shall be responsible for accurate recording of meeting minutes and the maintenance of the financial records and accounts of the Local.

The Secretary-Treasurer shall have responsibility for all accounts receivable and payable as authorized by the Executive Board. The Secretary-Treasurer shall deposit all funds in the name of the Local in depositories approved by the Executive Board. All withdrawals and checks must be co-signed by the Secretary-Treasurer as well as the President or Executive Vice President. The Secretary-Treasurer shall make his/her office available for the purpose of assisting members regarding health care and retirement benefits.

The Secretary-Treasurer shall cooperate with all reasonable requests for his/her services and records made by the President, Trustees and Executive Board of the Local.

A member requesting access to Local Union records shall send the request in writing to the Secretary-Treasurer. The Secretary-Treasurer will determine the reasonableness and relevance of the request and which records, if any, will be made available for review by the member.

The Secretary-Treasurer shall be responsible for all personnel actions relating to the staff of the office. All employees of the Local shall report to the Secretary-Treasurer who shall oversee the rightful performance of their duties. The Executive Board will authorize all personnel changes.

Section 11. The Trustees shall have general supervision over all funds and property of the Local Union. All unusual or large bills or other liabilities shall be referred by the Secretary-Treasurer to the Trustees for approval prior to payment of the bill or liability. The Trustees shall make a semi-annual examination of the financial accounts of the Local and report their findings first to the Executive Board and then to the membership at the next regularly scheduled membership meeting.

In addition, the Trustees shall authorize that an annual audit of the finances of the Local be completed by a Certified Public Account. The report of the CPA shall be made to the Trustees, who will then present the report to the Executive Board at the next regularly scheduled executive board meeting.

The Trustees shall select a Chair from among themselves who will have the authority to convene a meeting of the Trustees upon due notice to the other Trustees and to the employer(s) so that the Trustees shall be on a leave deduct basis to attend such meeting. The Chair of the Trustees shall report to the membership on any leave deduct for the Trustees and the basis for the meetings.

Section 12. The Sergeants-at-Arms shall be appointed by the President. The Sergeants-at-Arms shall have charge of the doors and admittance; admit, introduce and escort new members, visitors and officials; assist the President in preserving order and perform such other duties as may be assigned to them by the President.

ARTICLE V

Executive Board

Section 1. The Executive Board shall consist of the President, the Executive Vice President, the Secretary-Treasurer and Vice Presidents as outlined in Appendix B. The configuration of the Executive Board may be changed under the provisions of Article IV, Section 2 of these By-Laws. The Vice Presidents shall be nominated and elected by the group of members their office represents, as outlined in Appendix B.

Section 2. The President shall automatically serve as Chair of the Executive Board. The Executive Board shall transact all business of the Union, subject to the approval of the membership, faithfully execute the directives of the membership, adopt measures in the interest of the

Local, and recommend such action to the general membership, as it deems necessary.

Section 3. The Executive Board shall review the reports of all Officers and Committees and make recommendations with respect to those reports. The Executive Board shall advise and guide the course of any Officers or Committees, except as otherwise provided.

Section 4. The Executive Board shall, subject to the approval of the membership, determine the compensation to be paid to any Officer, Steward, Chief Steward or member employed by the Local, except insofar as the salaries are fixed by a provision of these By-Laws.

Section 5. The Executive Board should meet once a month and special meetings may be called by the President or by a majority of the members of the Executive Board. Special meetings may be conducted by teleconference or videoconference as the President shall direct. The meetings will be held between the hours of 9 AM and 5 PM and extensions may be called by a vote of the Executive Board.

Section 6. A member shall have the right to address the Executive Board regarding any grievance decision made by the Board within forty-five (45) days of the notification of the decision. All requests to address the Executive Board shall be in writing.

Section 7. In cases in which the Executive Board has previously voted not to advance a grievance to arbitration, the Executive Board has the power to review new information, overturn a prior determination and reactivate the grievance.

Section 8. A majority of the Executive Board shall constitute a quorum.

Section 9. Meetings of the Executive Board shall be conducted in accordance with Robert's Rules of Order, Newly Revised. Voting on all motions in Executive Board sessions shall be by roll call and shall be so recorded by the Secretary-Treasurer.

Section 10. The Vice President shall be responsible to guide the work of the Chief Stewards in the unit which he/she represents and to assist them and guide them in handling problems. The Vice President shall present issues to the Executive Board for action on behalf of his/her

members or for the good of the Union. He/She should hold a monthly informational meeting with the Chief Stewards and Stewards he/she represents.

Section 11. The Executive Board shall be responsible for the organizational set-up, activities and meetings of the Stewards.

Section 12. Each department, division, group or other appropriate unit may meet to consider matters affecting that particular unit, but no action shall be taken by such unit without the approval of the Executive Board.

ARTICLE VI

Safeguarding of Funds

The funds of the Local shall be deposited in banks or other financial institutions in interest bearing accounts which shall be drawn on by checks, signed by the Secretary-Treasurer and countersigned by the President, or in his/her absence, by the Executive Vice President. In the event of the absence of the Secretary-Treasurer, checks shall be signed by the President and countersigned by the Executive Vice President. These Officers shall be bonded through the National Union.

The Executive Board shall authorize payment for an annual audit of the finances of the Local to be completed by a Certified Public Accountant (CPA). A copy of the report of the CPA shall be forwarded to the National Union.

ARTICLE VII

Committees

Section 1. The Local will have the following Standing Committees: Organizing, Election, Activities and Welfare, By-Law, COPE, Safety, Structure, and Futures. Each Committee shall have at least five (5) members. Committee Members will be appointed by the President. The term of service for each committee member shall be coterminous with the term of office of the President. The Executive Board Members appointed to a committee will not have an equal or majority share of the votes on the committee.

Should a member of a committee be removed or resign, he/she shall

be replaced by the President with a different member who will serve the rest of the term. All appointments and removals shall be subject to the approval of the Executive Board and the membership.

Section 2. The Local may establish Special Committees as the need arises. The President shall appoint the members of the Special Committees and advise the Committee members of the duration of their appointment and the purpose of the Committee.

Section 3. The Organizing Committee's duties shall be to extend unionism throughout the jurisdiction of the Union and in the energy and telecommunications industries.

Section 4. The Election Committee's duties shall be to supervise and manage the elections of Officers, Executive Board Members, Business Agents, and Chief Stewards. They will conduct elections for Stewards and conduct votes on any other matters, when requested by the Executive Board.

Section 5. The appropriate Officers, Business Agent(s), Vice Presidents, Chief Stewards and Stewards and any additional members from the affected group as determined by the President, with approval of the Executive Board, shall act as the Bargaining/Grievance Committee to negotiate agreements with the employers and confer with management on contractual matters that cannot be otherwise resolved.

Section 6. The Activities and Welfare Committee's duties shall include:

[a] To conduct such activities that will increase members' participation in and appreciation of their union, such as entertainment, education, athletics, social functions, and the promotion of union made products.

[b] To conduct money-raising activities approved by the Executive Board and/or the membership. Funds raised by the Committee shall be deposited in a special fund by the Secretary-Treasurer and shall be expended for special purposes, to be decided upon by the Committee, subject to the approval of the membership.

[c] To welcome new members to the Local and to introduce them to the activities of the Local.

Section 7. The By-Law Committee shall continue to review the by-laws of the Local and propose any changes that are appropriate or necessary.

Section 8. The COPE committee shall be the Political Action Committee of the Local.

Section 9. The Structure Committee shall continue to review, evaluate and make recommendations to the Executive Board as to the structure and governance of the Local.

Section 10. The Local shall establish a Retirees Committee which shall promote the interests of retirees and provide social, educational and union activities for retirees.

Section 11. Reports of all Boards and Committees shall be submitted in writing and shall become part of the official records of the Local.

Section 12. The President, in appointing a committee, shall select a temporary chair for its first meeting and thereafter, the committee shall elect a permanent chair. Meetings of the committee shall be conducted in accordance with Roberts Rules of Order, Newly Revised.

ARTICLE VIII

Meetings

Section 1. Regular membership meetings shall be held on the second Sunday of each the following months: September, November, February, and May, except on a holiday eve, in which case a date then shall be designated by the Executive Board. Regular membership meetings may be conducted by teleconference or video conference as the President shall direct. The Executive Board may change the date and time of the membership meeting as the need arises. In addition, a Membership Meeting may be omitted by a 2/3 vote of the membership present at the previous Membership Meeting.

Section 2. Special membership meetings may be called upon reasonable notice to the members in writing or by bulletin board posting, by the President or a majority of the Executive Board. Special membership meetings may be called by a petition of one hundred and twenty-five (125) members in good standing. The petition for such

meeting shall be given to the President, who shall call the meeting within ten (10) days and who shall give seven (7) days notice to the members of such meeting. No other business, except that specified in the notice shall be transacted at such special meeting. Special membership meetings shall take place in person, unless otherwise directed by the President in his/her discretion.

Section 2a. In the event that two thirds (2/3) of the members of a group represented by an Executive Board Member (as defined in Article IV, Section 1) wish to have a meeting of its group, they shall petition the Executive Board in writing to hold said meeting. The President shall call the meeting within fifteen (15) days of Executive Board approval of the holding of such meeting and will give all employees within the group seven (7) days notice.

Attendance at the meeting will be limited to the Officers, Executive Board Members, Business Agents, and members of the group. No other business except that specified in the notice shall be transacted at such meeting.

Section 3. Regular membership meetings shall start promptly at 10:00 A.M. and have an automatic adjournment time of 12:00 noon, except by majority vote of members at the meeting.

Section 4. When the Local must take a vote for ratification of a collective bargaining agreement, only those members within the bargaining unit covered by said collective bargaining agreement shall be eligible to vote. If the Local must take a vote on any other agreement, change in dues, special assessments or any other questions, which in the opinion of the Executive Board, requires approval of the Local, the Executive Board will first determine the appropriate body to vote and the specific vote to be taken.

Once that is determined, the Executive Board will determine whether to have a mail ballot or balloting in person. The notice of the vote must include the issue to be decided, the unit which will be voting, the method of the vote and all relevant timetables. If the Union, Executive Board, Election Officials, know in advance that a particular segment of the membership will not be able to vote in person at the Local 369 Union Hall, it may authorize establishing multiple or geographic polling sites, conduct the election by mail or make absentee ballots available

in order to provide all members a reasonable opportunity to vote.

If the vote is to be taken in person, the Executive Board will determine the date and time of the vote. It may also authorize a meeting of the relevant unit prior to or during the vote count. If the vote is done by a mail ballot, the ballots must be sent to members with a notice including the issue to be decided, the unit which will be voting, the method of the vote and all relevant timetables. Members will have fifteen (15) days in which to vote after which the ballots will be returned and counted.

If the Executive Board elects to have membership meetings, it may hold two (2) meetings during the course of the voting hours. The times of the meetings shall be posted at least seven (7) days prior on all union bulletin boards and distributed to the Chief Stewards. Voting shall be by written ballot and confirmation of membership status shall be required. The ballot box shall be sealed by the Election Committee and shall remain in their custody until the ballots are counted.

Section 5. Business involving the entire membership can be conducted legally only when a quorum of fifty (50) members is present at a general membership meeting. If the business involves a unit of the local smaller than the entire membership, a quorum shall be ten (10) members.

Section 6. A time limit of ten (10) minutes shall be placed on reports of committee chairs and of five (5) minutes on discussions by any member, provided that a longer time may be allowed by majority vote of the members in attendance.

Section 7. Membership meetings shall be conducted in accordance with Robert's Rules of Order, Newly Revised, except as may be otherwise provided herein.

Regular Membership Meeting Order of Business

1. Roll Call of Officers
2. Reading of Minutes of Previous Meeting
3. Treasurer's Report
4. Trustees' Report
5. Executive Board Report
6. Business Agents' Report

7. President's Report
8. Special Committees' Reports
9. Unfinished Business
10. New Business
11. Communications
12. Reports of Standing Committees
13. Adjournment

ARTICLE IX

Dues

Section 1. Weekly dues shall be as established by the membership, consistent with the National Constitution and the Labor Management Reporting and Disclosure Act of 1959 at the May meeting.

Section 2. All members are responsible for the payment of local union dues even when they are temporarily off the payroll. The Executive Board shall have the authority to excuse dues payment when circumstances warrant.

Section 3. Any member who shall fail to pay dues for one (1) month, without exoneration shall be so notified by the Secretary-Treasurer. If such delinquent fails to place himself/herself in good standing within thirty (30) days from such notice, he/she shall, upon further notice and a hearing at any membership meeting, lose his/her membership.

ARTICLE X

Charges and Trials

Section 1. All charges brought against any member of the Union for conduct unbecoming a Union member or failure to comply with the laws of the Local Union or of the Utility Workers Union of America, AFL-CIO, shall be made in writing and signed by the complainant and be sufficiently specific to permit the defendant to prepare a proper defense.

Section 1a. Conduct unbecoming a Union member shall include, but not be limited to slander, libel, undermining of the local or its agreements with employers, fraud, divulging to any unauthorized person business of the local without consent of the Executive Board, refusal to adhere to authorized decrees of the Executive Board and

any other action that would harm the Local or its members.

Section 2. Within ten (10) days after the charges have been received, the President shall cause to be delivered to the accused member a complete copy of the charges as filed.

Section 3. Whenever charges are filed against the President, the Secretary-Treasurer shall act in his place to receive such charges and to conduct the procedure set forth in this Article.

Section 4. At the next regular Executive Board meeting of the Union, the presiding officer shall cause the charges, as filed, to be read to the Executive Board as well as a response from the accused.

Section 5. If the charges are, by a majority of votes cast, found not worthy of trial then the parties will be notified by the Executive Board in a timely manner.

If the charges are, by a majority of votes cast, found worthy of trial they shall be referred to a special trial board of five (5) members who shall be appointed by the presiding officer and approved by the Executive Board. The defendant or the person bringing the charges shall have the right of objection to the election or appointment of any person on the board, provided that the objection is made at the time the board is elected or appointed and provided further that neither the defendant nor the person bringing charges shall have the right to object to more than one (1) person.

Section 6. The Trial Board shall notify complainant, accused and their witnesses of time and place of hearing. Both parties shall have the right of counsel, who shall be members of the Union. The Trial Board may adjourn its hearings from time to time, but all parties must be given due notice of the time and place of all hearings.

Section 7. The Trial Board shall report its findings and recommendations at the next regular membership meeting. After the Trial Board's report has been read, the accused shall have the right of defense before the membership.

Section 8. The presiding officer shall submit to a vote of the members present, the question of guilt or acquittal. Two-thirds (2/3) vote of

members present and voting shall be necessary to convict. If more than one offense has been charged, the vote shall be taken separately on each charge in the same manner.

Section 9. If any charge is sustained, or if the accused pleads guilty, a vote shall be taken on the penalty, if any, recommended by the Trial Board, but this recommendation may be amended at the meeting and the vote shall be first upon the heaviest penalty proposed. It shall require two-thirds (2/3) vote of members present and voting to suspend or expel. Any lesser penalty may be imposed by two-thirds (2/3) vote of members present & voting.

Section 10. A report of the Local Union's decision shall be forwarded immediately by registered mail to the accused, the National Office and the accuser.

Section 11. The accused or the accuser may appeal from the decision of the Local Union within thirty (30) days of the mailing of the Local Union decision to the parties by presenting the appeal in writing to the National Executive Board. Unless the National Executive Board grants a stay, the decision of the Local Union shall be in full force and effect. The findings of the Trial Committee will be in accordance with the National Constitution Article XIV.

Section 12. In no case shall a member of subordinate body appeal to a Civil Court for redress until he/she or it has exhausted his/her or its rights of appeal under the laws of the National Union.

Section 13. If the offense for which the accused is found guilty is a willful failure to register for and/or perform picket duty, a fine shall be imposed as determined by the Trial Board. If the offense is crossing of his or her own union picket lines or working for the employer during a strike, the fine shall be determined by the Trial Board.

Section 14. Any provision not covered in the above article will be conducted in accordance with the National Constitution, Article XIV, Charges and Trials.

ARTICLE XI

Strikes

Section 1. When a controversy develops between the Union and the Employer and any other affiliated work force or subsidiary companies which may result in a strike or lockout, the Executive Board shall confer with the representatives of the companies to endeavor to secure an amicable settlement.

Should no adjustment prove possible, a special meeting shall be held to determine if a strike shall be authorized. Only those members who would be on strike if a strike is authorized are eligible to attend the meetings and vote on whether a strike will be authorized. Such meeting shall be convened at 11:00 a.m. and may be recessed if necessary. Voting shall be by secret ballot and it shall require a majority vote of the members voting to authorize a strike. Written or bulletin board notice of such meeting must be given the membership at least seven (7) days before the date of the meeting. However, by a 2/3 vote of the Executive Board, a two (2) day notice can be given.

ARTICLE XII

Amendments

Section 1. Any amendment, revision or elimination of these By-laws shall be submitted in writing to the By-law Committee prior to the end of the November Membership meeting, except for amendments defined in Article XII, Section 4, which shall occur in accordance with that Article. The By-law Committee shall consider any and all amendments submitted by a member in good standing. The By-law Committee shall prepare a written report, which shall contain its recommendation(s) for action on the pending proposal(s).

The By-law report shall be submitted to the Executive Board prior to the February Membership meeting. At the February meeting, the proposed changes shall be brought up for discussion only. The proposed amendments would lie on the table until the May Membership meeting at which they shall be brought up for final disposition. It shall require two-thirds (2/3) vote of the members present and voting to amend, revise or eliminate any Articles of Sections of these By-laws.

Section 2. At the discretion of the Executive Board in cases of necessity, a proposed By-Law amendment may be submitted to the membership at any regular or special meeting called for that purpose provided that notice of such proposed amendment has been given to the membership of not less than one (1) month prior to such submission.

Section 3. Notification of pending action on By-Law amendments must be contained in the bulletin board or other notice of regular or special meetings.

Section 4. Should a company employing members of Local 369 be sold or acquired, amendments to Appendix A can be made reflecting the necessary changes regarding the company name at any time, and a new Appendix A will be annexed to the By-Laws.

ARTICLE XIII

Oath of Membership

Section 1. New members before being admitted to full membership in the Union shall make the following affirmation:

"I do sincerely promise, of my own free will, to abide by the laws of the Local 369; to bear true allegiance to the Constitution of the Utility Workers Union of America, AFL-CIO; never to discriminate against a fellow worker; to defend freedom of thought, to defend on all occasions and to the full extent of my ability, the members of our Union.

That I will not accept the job of a fellow Union member who is idle for advancing the interests of our Union or seeking better remuneration for his/her labor. That I will assist all members of our Union to obtain the highest wages for their work.

I promise to cease work at any time I am called upon by our Union to do so, and I further promise that I will never knowingly wrong a fellow Union member or see him/her wronged if I can prevent it.

To this I pledge my honor to observe and keep as long as I remain a member of Local 369 of the Utility Workers Union of

ARTICLE XIV
Business Agent

Section 1. There shall be one (1) Business Agent. The Business Agent will represent the entire membership subject to specific direction from the President.

Section 2. The Business Agent shall be nominated and elected using the same process as Union Officers, as described in Article XVII, Sections 2-9. The Business Agent shall be nominated and elected at large by the entire membership.

Section 3. If the position of any Business Agent is left vacant, the Executive Vice-President shall serve as acting Business Agent.

Section 4. The Business Agent shall be a full time employee of the Local. The Business Agent shall have responsibility to represent the Local in matters under the collective bargaining agreements with various employers. They shall be responsible for grievances and arbitrations and shall assist the appropriate Vice Presidents, Stewards and Chief Stewards in these matters. In the event a dispute should arise between Chief Stewards and/or Stewards, the Business Agent shall render a decision which can then be reviewed by the Executive Board. The Business Agent shall carry out the instructions of the Executive Board and such other duties as the Local may require. The Business Agent shall report, in person, his/her actions to the Executive Board at the regular Executive Board meetings and to the general membership at the regular membership meetings.

ARTICLE XV
Duties of Stewards

Section 1. It shall be the duty of the Steward

- [a] To represent the members by whom he/she has been elected in dealings with the Supervisor, Division Heads, Department Heads, Human Resources or Labor Relations Department in accordance with their respective Collective Bargaining Agreement.

- [b] To handle grievances in accordance with the grievance procedure, including arranging meetings with the responsible management parties toward a settlement, and/ or the furtherance of the grievance up to arbitration.
- [c] To keep a written record of all grievances affecting the members he/she represents and to submit duplicates of such grievances to the Chief Steward.
- [d] To hold a monthly informational meeting with the Membership group he / she represents.

Section 2. Stewards shall be elected from each department, division, group, job location, or other appropriate unit to represent the union members employed therein.

Section 3. The Stewards will be elected for a term of three (3) years. If the Steward should resign or be removed from the office, an election may be held within the group to complete that term of office.

ARTICLE XVI

Duties of Chief Stewards

Section 1. It shall be the duty of the Chief Steward

- [a] To guide the work of Stewards in the unit which he/she represents and to assist them in handling grievances and other problems in accordance with the grievance procedure in their Collective Bargaining Agreement, including arranging meetings with the responsible management parties toward a settlement, and/ or the furtherance of the grievance up to the arbitration procedure of their Collective Bargaining Agreement.
- [b] To keep a written record of all grievances and their disposition in the unit which he/she represents and to forward a duplicate copy to the Secretary-Treasurer and the appropriate Executive Board Member.
- [c] To see that all records of Stewards and his/her own records

are turned over to their successors together with all other properties of the Local.

- [d] Chief Stewards and/or Stewards that represent members at the companies, identified by asterisk (*) and described in Appendix A may also serve on their Bargaining Committee.

Section 2. The Chief Stewards' election will be held every three years at the same time and under the same rules as the election of Officers and Executive Board Members except that only those members in the group represented by the Chief Steward shall be allowed to vote for that office.

Section 3. Following the general election that occurs every three years, each Chief Steward will hold elections within his/her group for Stewards. These elections will occur no later than December 15 of that year.

Section 4. All current and newly elected Chief Stewards* must attend a minimum of two (2) regularly scheduled Membership meetings per year in order to receive their full dues reimbursements as outlined in Article XVIII, Section 1.

If a Chief Steward is unable to attend a scheduled Membership meeting for good cause shown, such an excused absence shall count towards the minimum attendance of two (2) regularly scheduled Membership meetings. Any request to be excused from attendance must be submitted in writing prior to the meeting to Local 369's Secretary-Treasurer. The Executive Board shall determine in its sole discretion whether a Chief Steward's absence is for good cause and therefore excused.

In the event there is an Emergency Restoration Plan (ERP) declared or a planned outage at Local 369 generating facilities, the Executive Board will recognize any related absence as excused.

*This language does not apply to National Grid Nantucket or Eversource Martha's Vineyard Chief Stewards.

ARTICLE XVII

Nominations

Elections

Section 1. Election for Union Officers shall be conducted pursuant to the By-laws and Election Committee Rules and Labor-Management Reporting Disclosure Act of 1959.

Section 2. Nominations shall be made at the September membership meeting in the election year.

Section 2a. Nominating Rules:

1. Mail or bulletin board notice, at the discretion of the Committee shall be given at least twenty-one (21) days prior to the nomination meeting.
2. No more than five (5) minutes shall be allowed for nominating and seconding presentations for each candidate's nomination to each office.
3. In the event that a candidate is nominated for more than one (1) office, he/she must withdraw all nominations but one (1) within five (5) days following the day of nomination. If a candidate fails to withdraw from all but one (1) candidacy in the event of multiple candidacies, that candidate shall be deemed ineligible for all candidacies.
4. If there is an uncontested candidate for any office, Executive Board or Chief Steward position, then no election shall be held for that office and that candidate shall be elected at the nomination meeting.
5. The Election Committee Chairperson should read the existing procedure for the scheduling of the election to the membership.

Section 3. A member, to be eligible for nomination as an Officer, Business Agent, or Trustee, shall have been a member of this Local in continuous good standing for a period of not less than six (6)

months preceding the date of such nomination, and must not be barred from holding office in accordance with Section 504 of the Labor Management Reporting and Disclosure Act of 1959. All nominees must be in good standing on the date the ballots are counted.

Section 4. It will be announced to the membership at the nomination meeting in September and printed on the ballots, if a contested election is held, 1) that the President, Executive Vice President and Secretary-Treasurer are also being elected as delegates to the UWUA's National Convention and the Massachusetts State AFL-CIO Convention and any affiliated conventions and 2) that the Vice Presidents are also being elected as alternate delegates to the UWUA's National Convention.

Section 4a. The Election Committee Chairperson shall notify each nominee by mail or hand delivery within three (3) normal working days after being nominated. For the purpose of this article, Saturday and Sunday shall not be considered normal working day.

Section 4b. Copies of the By-Laws and Election Committee rules are available at the Union Office and shall be sent by mail upon request.

Section 5. Election Committee Rules and Regulations shall be subject to the By-Laws of Local 369 and the Election Provisions of the Labor-Management Reporting and Disclosure Act of 1959.

1. For all Union Offices and for Business Agent where there is more than one (1) nominee, an election shall be held by mail ballot within fifteen (15) days following the nominations. The candidates receiving the highest number of votes for each office and for Business Agent shall be considered elected.
2. If the only contested elections are for Vice Presidents and/or Chief Stewards, then only the members represented by a particular office shall be sent ballots and allowed to vote for that office.
3. In the event there is only one (1) nominee for any office, any member present may cast one vote to elect.
4. The following shall be placed on each nomination paper for

all candidates running for office:

“I agree that I can neither hold nor bid on either a temporary* or permanent supervisory, managerial or confidential position with my employer or any other company while holding the office of (fill in office) and agree to resign my union office immediately if I accept any such supervisory, managerial or confidential position.”

*This language does not apply to National Grid members.

Section 6. An election shall be held by mail ballot within fifteen (15) days after nominations. Ballots returned shall be in numbered envelopes and check-off system shall be maintained. Duplicate ballots may be issued in the event of lost ballots, but these duplicates shall not be counted until the check-off has determined that the original ballots have not been cast. (NOTE: Absentee ballots will be made available for elections upon request. They will also be allowed, at the discretion of the Executive Board, for use in votes other than elections. For details of requirements see Appendix C)

1. Between the time of mailing and the time of the count, a period of no less than fifteen (15) days, not more than twenty (20) days shall be required.
2. The candidates receiving the highest number of votes for each office or position to be filled shall be elected.

Section 7. One observer shall be allowed for each candidate, whose expense shall be borne by the candidate. Any candidate shall have five (5) days after the certification of results to request a recount.

Section 8. In both uncontested and contested elections, the successful candidate will take office immediately after the election.

Section 9. Before entering upon the duties of their respective offices, the newly elected Officers and other newly elected agents and representatives shall make the following oath or affirmation:

“I _____, do hereby sincerely pledge my honor to perform the duties of my office as required by the laws of the Utility Workers Union of America and the Local

Union and to bear true allegiance to this Union and the AFL-CIO. I will deliver to my successor in office all books and other property of the Union that may be in my possession”.

ARTICLE XVIII

Compensation

Section 1. The dues collected from Chief Stewards shall be reimbursed in December, prorated for each full month of service.

Section 2. Sergeants-at-Arms receive compensation of fifty (\$50.00) dollars per membership meeting. Sergeants-at-Arms shall receive a General Wage Increase (GWI), annually effective January 1st based on the lowest GWI in any collective bargaining agreement of any of units in the Local during the prior year. The amended compensation amount shall be reported at the February regular membership meeting and recorded in the meeting minutes.

Section 3. The compensation of Trustees and Safety Committee Chair shall be as follows: The Trustees shall receive a monthly compensation of seventy-five (\$75.00) dollars and Safety Committee Chair shall receive a monthly compensation of fifty (\$50.00) dollars. Trustees and Safety Committee Chair shall receive a General Wage Increase (GWI), annually effective January 1st based on the lowest GWI in any collective bargaining agreement of any of units in the Local during the prior year. The amended compensation amount shall be reported at the February regular membership meeting and recorded in the meeting minutes.

Section 4. The compensation of the part-time Officers shall be as follows: The Vice Presidents shall receive a monthly compensation of four hundred (\$400.00) dollars. Part-time Officers shall receive a General Wage Increase (GWI), annually effective January 1st based on the lowest GWI in any collective bargaining agreement of any of units in the Local during the prior year. The amended compensation amount shall be reported at the February regular membership meeting and recorded in the meeting minutes.

Section 5. The compensation of the full-time Officers and Business Agents shall be as follows: The positions of President, Secretary-Treasurer, Executive Vice President and Business Agent shall

be compensated (11%) above the highest rate in the Local as of December 13, 2009. Full-time Officers and Business Agents shall receive a General Wage Increase (GWI), annually effective January 1st based on the lowest GWI in any collective bargaining agreement of any of units in the Local during the prior year. The amended compensation amount shall be reported at the February regular membership meeting and recorded in the meeting minutes.

Section 6. The President and/or the Executive Board are authorized to release members from work as provided by their applicable collective bargaining agreement. Any member so released shall be compensated at his or her regular straight time rate.

Appendix A

Local 369 Companies

- Calpine Corp.
- Canal Generating LLC
- City Generators, LLC
- Eversource Energy
- Exelon: Mystic 8 & 9 and Medway Jets
- Exelon Generating Everett LNG
- Hingham Municipal Lighting Plant
- JLL/Pfizer
- Liberty Utilities
- National Grid
- SQUAN Power Division (ElecComm)
- Sunbelt Rentals
- Vicinity Energy

APPENDIX B

Local 369 Membership

Officers At-Large

President
Secretary Treasurer
Executive Vice President
Business Agent

Trustees At-Large

Calpine, Canal Generation, City Generators, ElecComm, Eversource, Exelon LNG, Exelon Mystic 8, 9, & Jets, Hingham Municipal Lighting Plant, Liberty Utilities, JLL/Pfizer, National Grid, Sunbelt Rentals, Vicinity Energy

Executive Board Member

Eversource Gas,
NGRID Webster Gas,
Liberty Utilities

Executive Board Member

Eversource OH &
ECSD's
Metro & North

Executive Board Member

Eversource Field
Services North

Executive Board Member

Eversource
Customer Care

Executive Board Member

Eversource Yarmouth
& Martha's Vineyard

Executive Board Member

Eversource Gas Brockton
Clerical & Services

Executive Board Member

Eversource Engineering,
Design, Drafting

Executive Board Member

Eversource Services

Executive Board Member

Eversource
New Bedford Electric

Executive Board Member

Eversource OM's Metro
& North, Dispatch North

Executive Board Member

National Grid Northboro

Executive Board Member

Eversource Gas
Brockton Construction
& Distribution

Executive Board Member

Eversource Plymouth
& Doty Street

Executive Board Member

Eversource Misc. Support

Executive Board Member

National Grid Malden
& Waltham

Executive Board Member

National Grid Brockton
& Nantucket Hingham
Municipal Lighting Plant

Executive Board Member

Exelon 8, 9, JETS,
Exelon LNG, JLL/
Pfizer, Calpine, Canal
Generation, Vicinity

Executive Board Member

Eversource Underground
& FST's Metro & North
ElecComm, Sunbelt,
City Generators

APPENDIX C

Certification for an Absentee Ballot

In applying for the Absentee Ballot, the applicant must provide written certification to the Secretary-Treasurer that he or she meets one or more of the stated conditions for absentee voting. Without such a certification, no request for an Absentee Ballot will be honored.

Absentee voters will be informed that their ballots must reach the local Union office by no later than a specific date and time. The Election Committee provides “a definable and certain cut-off point for determining the eligibility of all Absentee Ballots.”

Counting Absentee Ballots is done by the Election Teller under the supervision of the Election Committee Chairman. The totals are combined with the results of the manual balloting on the day of the election.

Who May Vote by Absentee Ballot?

The following may vote by Absentee Ballot. Those who:

- 1) Are confined by illness,
- 2) Are on official union business,
- 3) Are on vacation away from the State of the polling place,
- 4) Military leave.
- 5) Jury Duty
- 6) Out of town work assignment

How to Get an Absentee Ballot

A member must send a written request to the Local Secretary-Treasurer no later than ten days before the election. Within 48 hours the Election Teller shall mail the Absentee Ballot to the Applicant.

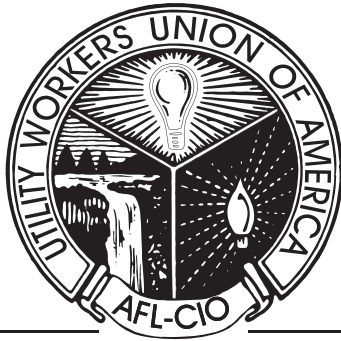
Absentee Ballots will be sent only by mail to the member's address provided in his/her written request, to be sent return receipt requested. Under no circumstances will an Absentee Ballot be hand-delivered to any representative or messenger for the requesting member.

Absentee voters must be members in good standing when the ballots are opened on Election Day.



**Pledge of Allegiance
to the Flag
of the
United States of America**

*“I Pledge Allegiance to
the Flag of the United States
of America and to the
Republic for which it stands,
one nation under God,
indivisible, with liberty
and justice for all.”*



UNITY
