



CONSTITUTION

Of the

PROFESSIONAL AIRLINE FLIGHT CONTROL ASSOCIATION

International

Amended May 5, 2010: Article IV section 3; Article IV section 11; Article IV section 14

Amended May 7, 2008: Article III Section 3; Article IV section 9; added Article VII Section 8

Amended May 21, 2004: Article IV Section 3; Article IV Section 11

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ARTICLE I

Name and Affiliation

This organization shall be known as the PROFESSIONAL AIRLINE FLIGHT CONTROL ASSOCIATION, hereinafter also referred to as the "International Union", "PAFCA" or "PAFCA International".

The International Union may affiliate with such national or international organizations as the membership may determine as being in the best interest of the association.

ARTICLE II

Objectives

The objectives of this organization shall be:

To act as an effective instrument in providing strategic guidance to Local Unions of PAFCA in improving the working conditions, wage scales, work cycles and schedules, retirement and medical benefits, job security and all other benefits that should rightfully accrue to all members, individually or collectively, according to the nature of the profession of those individuals engaged in the operational control functions in the aviation industry.

To promote the best interests and safeguard the rights of its members and to cooperate with other groups and organizations in an attempt to protect the interests of employees engaged in operational control in the aviation industry.

To ensure there is no discrimination or disparity of effort in the exercise of pursuing the professional objectives of this organization.

To ensure there is no discrimination in any matter that may come within the purview of this organization as regards to race, color, creed, sex or national origin.

To represent its members before appropriate Federal Agencies and undertake additional representation and activity as authorized by the membership.

ARTICLE III

General

Section 1

This Constitution shall be the basic governing document of the International Union.

Section 2

Should any of this Constitution be declared illegal or void by competent authority or by appropriate statute only that portion of the Constitution which is directly affected shall be invalidated.

Section 3

In the event there is conflict over the interpretation of this Constitution, the Board of Directors shall issue the initial interpretation. If that does not resolve the conflict, the matter may be appealed at the next regular constitutional convention (or a special constitutional convention), where a two-thirds majority vote of the International membership shall resolve any conflict over interpretation. Roberts Rules of Order, latest revised edition, shall be the official guide on all matters of procedure not otherwise covered by provisions of the Constitution and Bylaws or by the Standing Rules (and policies) of the Association.

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Section 4

The Constitution may be amended, added to, or any part or parts thereof may be repealed by a two-thirds majority vote of the international membership at any regular constitutional convention (or a special constitutional convention).

Section 5

Rules and resolutions not considered suitable for inclusion in this Constitution shall be maintained by the appropriate Directors in the PAFCA files.

Section 6

Headquarters of PAFCA shall be located in the Atlanta, Georgia area unless two-thirds of the membership authorizes a different location. Such motion for a change of location may only take place at a Constitutional Convention.

Section 7

The duration of PAFCA shall be perpetual, or until it is dissolved as herein provided.

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Section 8

PAFCA may be dissolved by proper advance notification of a motion at any regular constitutional convention (or a special constitutional convention), by a two-thirds majority vote of the international members in good standing. In the event of dissolution the elected International Directors shall act as agents for the members and dispose of all the physical assets of PAFCA by public auction, private sale or otherwise. All of the liquid assets shall then be prorated to the members in proportion to the dues then being paid by the member.

Section 9

PAFCA shall operate as a non-profit employee organization.

Section 10

The members shall, at all times, be aware of the responsible nature of their employment and adhere to the highest professional conduct of Operational Control Professionals.

Section 11

PAFCA is authorized to purchase, hold, acquire, maintain, lease, mortgage, and convey real and personal property of every kind, nature and description whatsoever, whenever it may be deemed necessary for the efficient conduct of the business of PAFCA.

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Section 12

PAFCA shall be authorized to adopt and use an official seal

ARTICLE IV

Structure

The International Union shall be structured as follows:

Section 1

The membership of the Professional Airline Flight Control Association shall function through Local Unions.

Local Union by-laws shall specify membership requirements. Any member in good standing of a Local Union shall be considered a member in good standing of the International Union.

Section 2

A Board of Directors composed of a Chairman of the Board and the Local Presidents of the Local Unions.

Section 3

The Chairman of the Board is elected by a majority vote of the Local Union Presidents. Each Local Union President receives the right to cast one vote per fifty (50) members represented or fraction thereof. To be eligible for Chairman, such individual must be a current or past Executive Board member of a Local Union and also must be working in a covered position under a collective bargaining agreement. Nomination for Chairman of the Board must be submitted to the Board of Directors four (4) weeks prior to the Constitutional convention. The term of Chairman shall be for two years from the date of election, which will be conducted during the Constitutional Convention. In the event such chairman relinquishes their term prior to its expiration, the Board of Directors shall appoint an acting Chairman until such time an election for a

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replacement can be held, not to exceed six (6) months, unless agreed to by the Board of Directors. Such acting chairman must also meet the above requirements.

Section 4

The Chairman of the Board shall conduct all meetings of the Board and shall be responsible to set meeting dates as required herein.

Section 5

The Chairman of the Board shall be the spokesperson for the International Union.

Section 6

The Board of Directors shall have the responsibility to carry out the affairs and business of the International Union as specified in this Constitution.

Section 7

The Board of Directors acting in their International Union capacity have no authority over Local Unions unless such authority is expressly granted within this Constitution.

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Section 8

The Board of Directors are to meet regularly at least once each quarter or at other times in between as required to carry out its business.

Section 9

To conduct business at a Board of Directors meeting, each Local President Board of Director (including the Chairman if a Local President) shall be entitled to one (1) vote per fifty (50) members represented or fraction thereof. The Chairman of the Board if not a Local President shall abstain from voting unless a tie vote is taken at which time the Chairman will cast the tie-breaking vote.

At all Board of meetings of PAFCA-International, a majority of PAFCA Officers shall constitute a quorum for the transaction of business. Proxies shall be applicable only to items included on the published agenda.

A member of the PAFCA-International Board of Directors may participate in a meeting of PAFCA-International by a conference telephone or similar telecommunications equipment by which all persons participating in the meeting may hear each other if all the participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Section 10

Board of Director meetings will be open to any member in good standing.

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Section 11

With the exception of the Chairman and the Secretary/Treasurer, all individual expenses incurred by the Board of Director members while attending meetings will be the responsibility of the Board of Director members' Local Union. All expenses incurred by the Chairman and the Secretary/Treasurer will be the responsibility of PAFCA International. These expenses shall include reimbursement for actual expenses as well as reimbursement to the Local Union for any shift coverage expense. The Chairman shall be compensated \$28.25 per hour or \$225 per day for their time if they are not a local Executive Board member being compensated through their local's treasury.

Section 12

Facility, meeting and operating expenses of the International Union outside of individual expenses incurred during Board of Directors business meetings will be shared jointly by pro rata share to the individual Local Unions. Such pro rata share will be determined by the number of members in each Local Union.

Section 13

In the event a Local union requires the services of a Board of Director not affiliated with their Local Union, the Local Union requesting such services will be responsible to cover all expenses associated with such services including shift coverage reimbursement if applicable.

Section 14

The Chairman of the Board shall assign the position of International Secretary/Treasurer. Such individual must be a current or past PAFCA Executive Board member of a Local Union and also must be working in a covered position under a collective bargaining agreement. The term of Secretary/Treasurer shall for two years from the date of appointment. In the event such individual relinquishes their term prior to its expiration, the Board of Directors shall appoint an acting Secretary/Treasurer until such time a replacement can be appointed, not to exceed six (6) months, unless agreed to by the Board of Directors. Such acting Secretary/Treasurer must also meet the above requirements. Such individual shall cause to be recorded all proceedings of the Board of Directors meetings as well as all Constitutional Conventions. The Secretary/Treasurer will also have charge of and preserve all books, documents and effects of the International Office. The Seal of the International Union shall be held in trust by the Secretary/Treasurer. If such Secretary/Treasurer is a Local Union Executive Board member other than a Local Union President, they will maintain a non-voting position on the International Board of Directors acting under direction of the Board of Directors. The Secretary-Treasurer shall be compensated \$28.25 per hour or \$225 per day for their time if they are not a local Executive Board member being compensated through their local's treasury.

ARTICLE V

Finances

Section 1

Local Unions will establish their own dues structure as provided in their by-laws.

Section 2

A per capita tax of twenty (\$24.00) per member annually, shall be payable by each Local Union to the International, by March 1st of each year. The number of current members on the local unions master seniority list on January 1st will determine the amount due.

Section 3

The International Union may propose a motion for an assessment to the membership at any regular or special constitutional convention. Such motion will be acted upon in accordance with **Article VI Section 9**.

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Section 4

The Secretary/Treasurer:

- A. Shall receive, receipt, deposit and account for all monies and pay all bills of the International Union.
- B. If authorized by the Board of Directors, shall invest all funds in excess of current need of operating expenses.
- C. Shall give a bond in the amount to be determined by the Board of Directors.
- D. Shall have the power and be required to have inspected and audited annually the financial records of the International Union.
- E. Shall exhibit at all reasonable times the books and accounts of the International Union to any Director or member in good standing for review.
- F. Shall make available a statement of the financial condition of the International Union at each regularly scheduled Board of Directors meeting.

Section 5

In the event a Local Union fails to forward their annual per capita tax or assessment to the International Union within ninety (90) days of the due date, the International Union may suspend such Local Union.

Section 6

The Board of Directors shall have the power to relieve a Local Union or its members from their financial obligations where they consider such relief necessary or advisable for the good of PAFCA.

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Section 7

The fiscal year shall begin on the first day of July and expire on the thirtieth day of June each year.

ARTICLE VI

Constitutional Conventions

Section 1

A regular constitutional convention shall be held once every two (2) years after the date of the last preceding regular constitutional convention; provided that the date of holding such convention may be advanced or postponed by not more than six (6) months, upon resolution to that effect adopted by the Board of Directors.

Section 2

A special constitutional convention may be held upon petition to the Board of Directors. Such petition must identify the need for such special convention and if so authorized by the Board of Directors, such special convention shall only be convened to address items outlined in the petition. A minimum notification of six (6) weeks is required for a special constitutional convention.

Section 3

Notification of motions or resolutions to be presented at regular or special constitutional conventions must be submitted to the Board of Directors four (4) weeks prior to such convention.

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Section 4

The Chairman of the Board shall be the presiding officer at the Convention.

Section 5

The Board of Directors shall set the time and place of the Convention site.

Section 6

The Board of Directors shall be empowered to establish any committees they deem necessary to successfully promote and execute the efficient operation of the Convention.

Section 7

Each Local Union shall be entitled to the number of delegates to the convention as follows: One delegate for every fifty (50) members or fraction thereof. Each delegate shall have one vote for each member they represent.

Section 8

Any member in good standing may be eligible as a delegate to the Convention. Such delegate shall be selected by Local Union procedures.

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Section 9

To conduct business at a convention, a two-thirds majority international membership vote will be required to pass or defeat any motion or resolution on the floor. Such two-thirds vote will be taken from the represented delegates in attendance. No delegate proxies may be submitted.

Section 10

Any Local Union which on the seventh day prior to the opening of the convention is in arrears to the International Union for per capita or assessment shall not be entitled to representation in the Convention unless exonerated for good causes by the Board of Directors.

Section 11

Each Local Union will be responsible for their expenses in attending the convention.

ARTICLE VII

Local Unions

Section 1

Ten or more persons employed in operational control functions at any air carrier may be eligible to apply for a Local Union Charter in the International Union. Such application shall state the number of individuals involved, details of the functions being performed, and the reasons they would like to be associated with PAFCA.

Section 2

The application for a Local Charter will be sent to the Board of Directors for consideration. Upon approval by the Board of Directors, a Local Union Charter will be issued which will contain such provisions as the International Union may require.

Section 3

Each Local Union shall be charged with the duty of enforcing this Constitution as affecting its membership.

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Section 4

Each Local Union shall adopt by-laws, which shall prescribe its structure and procedures and embody the rules which shall govern the operation of the Local and the conduct of its members. The by-laws shall conform to the provisions and the principles of this Constitution and to the established policies of the International Union and must be approved by the Board of Directors of the International Union.

Section 5

A Local Union shall be known by the name of PAFCA "Carrier Name".

Section 6

The officers of a Local Union shall consist of a minimum of; a President, Vice-President and a Secretary/Treasurer. Such officers shall conduct business through the Local's Executive Board as described in their by-laws. Such other officers and any other positions of the Local Union will be left to the discretion of the Local Union membership.

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Section 7

Local Unions shall conduct collective bargaining on behalf of its members, and utilize all proper and legal means for settling disputes and grievances; and shall represent its members in grievances and arbitration proceedings. The Chairman of the Board of the International Union will witness all collective bargaining agreements as a sign of support on behalf of the International Union. The Chairman shall have no veto power over the collective bargaining agreement as that power resides solely within the Local Union.

Section 8

In the event a business transaction is entered into potentially leading to a merger or acquisition (for purposes of this document, the terms "merger" and "acquisition" mean joint action by two companies whereby they unify, consolidate, merge, or pool their separate airline facilities or any of the operations or services previously performed by them through such separate facilities), and it is foreseeable that work performed by PAFCA-represented employees will be substantially affected by such a merger or acquisition, the following shall be the policy of PAFCA International:

1. The affected seniority lists will be integrated on a fair and equitable basis, in accordance with Sections 2, 3, and 13 of the Allegheny-Mohawk Labor Protective Provisions, including the right of each bargaining unit of employees represented by PAFCA, through their designated PAFCA Local representatives, to separate participation in any negotiation, mediation, or arbitration. In such proceeding, the decision maker shall give due weight to the goals of preserving jobs, avoiding windfalls to either employee group

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at the expense of the other, maintaining pre-merger pay and employee status, and avoiding detrimental changes to legitimate career expectations of the employees.

2. The negotiation of a merged collective bargaining agreement, to be applicable upon or as soon as possible after the establishment of a single transportation system under the Railway Labor Act, will be accomplished through a joint negotiating committee consisting of representatives of each of the affected bargaining units, appointed by their designated PAFCA Local representatives.

3. PAFCA International and the affected PAFCA Locals shall take reasonable measures to provide that the affected operations of each company party to a merger shall remain separated until the establishment of an integrated seniority list and the negotiation of a merged collective bargaining agreement, or until the affected PAFCA Locals mutually agree otherwise.

4. When the circumstances surrounding a merger preclude adherence to the foregoing policies, i.e., where a non-PAFCA or unorganized bargaining unit is involved, reasonable steps shall be taken by PAFCA International and the affected Local(s) to seek acceptance of a procedure that will enable the parties to proceed to a fair and equitable resolution in a timely and expeditious manner, as consistently as possible with the foregoing policies.

Article VIII

Non-Compliance with Constitution

Section 1

Should any Local union, its officers, or members, engage in activities in violation of this Constitution, or of the principles or objects set forth herein, The Board of Directors of the International Union may, in an emergency, appoint an Administrator of the affairs of such Local Union, who shall forthwith take over and conserve the assets of such Local Union and shall have sole and exclusive authority to speak and act for such Local Union and to administer its affairs pending conclusion of an investigation and hearing over the matter.

Section 2

In the event of the appointment of an Administrator under Section 1 of this Article, the Board of Directors must provide notice to all Local Union members within nine-six (96) hours of taking such action. Such notice must be in writing to the Local Union members and contain written charges of the violations. A hearing will be held by the Board of Directors within thirty (30) days of taking such action.

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Section 3

Upon the basis of the hearing, the Board of Directors are authorized to render a decision, dismissing the charges, suspending or revoking the charter of any such Local Union, suspending or expelling or otherwise penalizing such officer or member, or directing such other action as may be necessary to secure compliance with the Constitution or otherwise to protect and preserve the effectiveness and best interests of the Union.

Section 4

The decision of the Board of Directors shall be subject to review at the regular or special Constitutional Convention.

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The Constitution of the Professional Airline Flight Control Association International was established at a special membership meeting of the Delta Flight Superintendents on October 7, 1999 and so adopted in accordance with the requirements of the then existing Constitution and By-Laws of the Professional Airline Flight Control Association.

Randy Rohan
President – PAFCA

Kevin Thompson
Vice – President

Lawrence Adkins
2nd Vice-President

Angela Shaw
Secretary

Hugh Bufkin
Treasurer