

**EMERGENCY RESOLUTION OF THE BOARD OF DIRECTORS
OF THE MICHIGAN NURSES ASSOCIATION**

The MNA Board of Directors, at its meeting on January 21, 2021, has approved and adopted the following Emergency Resolution:

WHEREAS, the following events have taken place:

- On December 25, 2020, the members of the University of Michigan Professional Nurse Council (“UMPNC”) Executive Committee sent an email to UMPNC members calling for a vote to disaffiliate UMPNC from the MNA, and that a vote on the Committee’s resolution approving disaffiliation would take place on January 2, 2021. MNA informed members that the disaffiliation vote would not be effective because MNA is the sole certified bargaining representative of the bargaining unit, and UMPNC members are required to be members of MNA under the UMPNC and MNA bylaws.
- Following the vote, UMPNC’s officers claimed that the results were in favor of disaffiliation and, through their attorney, sent an email to Michigan Medicine demanding that it cease recognizing MNA, the certified bargaining representative, and recognize UMPNC’s officers as the exclusive bargaining unit representatives. Michigan Medicine, as required under Michigan law, did not agree to recognize UMPNC as the exclusive bargaining representative.
- On January 7, 2021, the MNA Board of Directors sent a letter to all UMPNC Executive Committee members asking them to confirm by January 12th whether they were continuing in their roles as MNA Local Bargaining Unit officers for the MNA Local Bargaining Unit of UMPNC.
- On January 11, 2021, the UMPNC Executive Committee, filed a petition with the Michigan Employment Relations Commission to recognize their asserted disaffiliation. Three days later, the Michigan Employment Relations Commission rejected the petition without a hearing and without recognizing the attempted disaffiliation.
- On January 14, 2021, the Executive Committee of UMPNC sent an email to the membership stating that the petition had been rejected and that they intended to decertify the MNA as bargaining representative.
- On January 15, 2021, the President of UMPNC informed MNA that she was resigning her membership in MNA and implied that the remaining officers of the Executive Committee had resigned their membership as well. In the following days five (5) more members of UMPNC’s Executive Committee confirmed with MNA that they were resigning as MNA members.

- The current members of the UMPNC Executive Committee have stated repeatedly that UMPNC has disaffiliated. They have not responded to MNA’s request that they clarify their membership status.
- Based on the above events, the MNA has no alternative but to consider the UMPNC Executive Committee members to have resigned their memberships in MNA.
- Since January 2, the former members of the UMPNC Executive Committee have: continued to represent to the membership and to the public that UMPNC is the sole collective bargaining representative of Michigan Medicine nurses, that they are the officers of UMPNC, and that MNA no longer has a role in representing Michigan Medicine nurses. They also have communicated this position to Michigan Medicine.
- The former officers of UMPNC have continued to retain all the property, books, records, offices, and financial assets of UMPNC (including over \$300,000 in UMPNC member dues), and they have removed any reference to MNA in UMPNC’s logo and on UMPNC’s web site, despite the fact that they have clearly indicated their resignations from MNA, and through their insistence on remaining in office despite resigning from union membership, have expressed a clear intent to continue this course of action.

WHEREAS, UMPNC’s Bylaws provide as follows:

- Article II Section C states that the objective of UMPNC is: “To promote professional growth and encourage active participation in activities at the local (UMPNC), state (Michigan Nurses Association, MNA), and national levels.”
- Article III Section B states that, “Every nurse in good standing with UMPNC and MNA shall be entitled to the rights, benefits, and privileges set forth in these bylaws.”
- Article III Section E states that, “The members of UMPNC shall adhere to the policies, bylaws, and philosophy of the UMPNC and MNA”
- Article VIII of UMPNC’s Bylaws states that, “All elected and appointed officials shall be current members of UMPNC and MNA;” and

WHEREAS, MNA’s Constitutional Bylaws provide as follows:

- Article II Section 1(a) defines categories of MNA members;
- Article II, Section 1(b) states that “Only Members in good standing as defined below shall have the full right to participate within the Michigan Nurses Association and local bargaining units;”

- Article II, Section 2 defines “a “Member in good standing of MNA”; and Article II, Section 5(a) states that, “Only LBU members in good standing shall have the full right to participate within the Michigan Nurses Association and the local bargaining units, including the right to: 1) run for any state or LBU elective office”
- Article III Section 1 states that: “MNA Local Bargaining Units (LBUs) shall exist for the purpose of improving the professional, economic and general welfare of persons represented by the Michigan Nurses Association.”
- Article IV, Section a provides that: “[t]he Board of Directors shall have the right to place any LBU into trusteeship for violations of LBU bylaws, MNA Bylaws or the provisions of this Article and such other reasons as are permitted by law;”

NOW, THEREFORE, THE MNA BOARD OF DIRECTORS RESOLVES AS FOLLOWS:

1. The MNA Board finds and concludes, based on the above facts and events among others, that, effective immediately, the members of the UMPNC Executive Committee have voluntarily resigned, relinquished, and abandoned their positions as officers of UMPNC, and by their above-described actions they have violated the MNA Constitutional Bylaws and the UMPNC Bylaws by continuing to assert control of and represent themselves as officers of UMPNC and by claiming the exclusive right to represent the members of UMPNC, and by converting and appropriating the property, assets, records and name and identity of UMPNC.

2. The MNA Board finds and concludes that the former members of UMPNC’s Executive Committee violated MNA and UMPNC Bylaws, engaged in financial malpractice, failed to assure the performance of the collective bargaining agreement, failed to perform their duties as collective bargaining representatives, failed to institute and follow democratic procedures, and otherwise failed to carry out legitimate objectives of our Local Bargaining Unit.

3. Continuation of the current state of affairs will seriously impair MNA’s and UMPNC’s ability to maintain effective representation of the Michigan Medicine bargaining unit and the administration and performance of its collective bargaining agreement. The need for immediate action is especially urgent in light of the current COVID-19 crisis.

4. Based on the above the Board finds that an emergency exists, and formally invokes Article IV(b)(2) of the MNA Constitutional Bylaws in order to preserve the effective and democratic operation of UMPNC and to return control and assets of the organization to the members of UMPNC.

5. In exercise of its authority under Article IV of the Constitutional Bylaws the Board shall immediately fill the positions of the resigning UMPNC Executive Committee members with other UMPNC members determined to be qualified by the Board. The replacement will be on a temporary and interim basis until a special election is conducted, which will take place as soon as

possible. This action is necessary in order to assure the performance of UMPNC as collective bargaining representative, restore democratic procedures, prevent and deter financial irregularities, and to carry out the legitimate objectives of UMPNC as stated in its Bylaws and in MNA's Constitutional Bylaws.

6. All necessary action will be taken to preserve and protect the property, assets, records, and identification of UMPNC. To that end, the former officers will immediately be ordered in writing to turn over such property, assets, and records and to immediately cease representing themselves as the officers of MNA's local bargaining unit, UMPNC.

7. The Board will immediately notify the employer of the actions it has taken and request that the employer cease dealing with the former officers of UMPNC and their attorneys.

8. A full and fair hearing in accordance with Article IV, Section (b) will be conducted, following appropriate notice, as soon as feasible.

ADOPTED AT A DULY CONVENED MEETING OF THE MNA EXECUTIVE BOARD ON JANUARY 21, 2021.