

**BYLAWS
of
PAINT MAKERS, SIGN, DISPLAY, TRUCK PAINTERS AND ALLIED TRADES
OF WASHINGTON AND OREGON
LOCAL UNION 1094**

As ratified January 23, 2017

PREAMBLE

The object and purposes of this organization are as follows: To foster and adopt ways and means for the continuous improvement of the working and living standards of the members of this Local Union; to secure legislation in the interest of our members; to bring about higher wages, shorter hours, safer and better working conditions for them; to influence public opinion by peaceful and legal methods in favor of organized labor; to promote, encourage, and bring into existence, satisfactory contractual relationships with Employers in the industries from which our members are drawn; between such Employers and our members and for the further purpose of stabilizing employment conditions to the mutual advantage of both members and Employers.

ARTICLE 1: BYLAWS

These Bylaws are subordinate to the provisions of the International Constitution of the International Union of Painters and Allied Trades (hereinafter called the “International Union”) and the Bylaws of District Council 5. In the case of conflict between these Bylaws and the provisions of the International Constitution, the latter shall govern. In the case of conflict between these Bylaws and the District Council Bylaws, the latter shall govern.

ARTICLE 2: NAME

This organization, a subordinate body of the International Union and an affiliated Local Union of District Council 5, shall be known as Paint Makers, Sign, Display, Truck Painters and Allied Trades Local 1094, of Washington and Oregon.

ARTICLE 3: JURISDICTION

1. The territorial jurisdiction of this Local Union shall be as set forth in its Charter and as determined by the General Executive Board from time to time under Section 69(b) of the International Constitution, provided that the Local Union shall be guided within its jurisdiction by the directives of the District Council.
2. The principal office of this Local Union shall be located in Seattle, Washington.

ARTICLE 4: OBJECTS

The objects of this Local Union shall be as set forth in the Preamble and Sections 2 and 165 of the International Constitution.

ARTICLE 5: ELIGIBILITY FOR MEMBERSHIP

1. Eligibility for membership in this Local Union shall be as set forth in the International Constitution and policies adopted by the General Executive Board.
2. The initiation ceremony of new members will take place at the first regularly scheduled Union meeting or communication meeting immediately following the final payment of the Administrative Processing Fee.

ARTICLE 6: OFFICERS

1. Eligibility to hold office shall be as set forth in Sections 91(b) and 210 of the International Constitution.
2. Officers of this Local Union shall be as set forth in Section 185 of the International Constitution and their duties shall be as set forth in the following sections of the International Constitution:
 - a. President: The duties of the President shall be as set forth in Sections 189-192.
 - b. Vice President: The duties of the Vice President shall be as set forth in Section 194.
 - c. Recording Secretary: The duties of the Recording Secretary shall be as set forth in Sections 195-197.
 - d. Financial Secretary: The duties of the Financial Secretary shall be as set forth in Sections 155(d), 198-202 and 211(d).
 - e. Treasurer: The duties of the Treasurer shall be as set forth in Section 203.
 - f. Trustees: The duties of the Trustees shall be as set forth in Sections 204-207.
 - g. Warden: The duties of the Warden shall be set forth in Section 208.
 - h. At-Large Executive Board Members: Shall be voting members. There shall be no more than two (2) at-large members.
3. When the District Council adopts the centralized Local Union dues, records and reporting plan outlined in Section 162 of the International Constitution, the following modifications will be in effect for dues collection, records, and reporting; and the Local Union officers' duties will be modified as outlined below.

Under the Dues Collection and Membership Reporting Plan adopted by Local Union 1094 pursuant to Article 15.4 of the District Council 5 Bylaws, the Business Manager/Secretary-Treasurer of District Council 5 performs many of the functions of the Financial Secretary and Treasurer of Local Union 1094. Therefore, the duties of the Financial Secretary and the Treasurer of Local Union 1094 shall be as set forth in this Article.

Where the Financial Secretary receives dues payments from members (such as at Local Union meetings), he or she shall (i) transmit such payments to the Business Manager/Secretary-Treasurer of District Council 5 within five (5) days, (ii) provide the member with a temporary receipt, a copy of which shall be transmitted to the Business Manager/Secretary-Treasurer with the payment and a copy of which shall be retained by the Financial Secretary. Such temporary receipt shall indicate only the amount of funds received and shall not indicate the member's standing or through which calendar month dues are paid.

The Financial Secretary shall retain copies of all reports and information received on a monthly basis from the Business Manager/Secretary-Treasurer of the District Council. At each membership meeting, the Financial Secretary shall deliver a report to the membership, which shall include the following information:

- (i) the gross receipts of the Local Union in the prior month,
- (ii) the net receipts of the Local Union, along with the amounts of all per capita deductions made by the Business Manager/Secretary-Treasurer of District Council 5 and any other deductions,
- (iii) the overall membership of the Local Union, with the gain or loss in membership in the prior month noted,
- (iv) the number and names of members on application and those initiated,
- (v) the number and names of members suspended and reinstated, and
- (vi) the names and number of clearance cards deposited and issued.

The Treasurer shall retain copies of all reports and information received on a monthly basis from the Business Manager/Secretary-Treasurer of District Council 5. At each membership meeting, the Treasurer shall deliver a report to the membership, which report shall include the following information:

- (i) list all deposits made to the Local Union account, if any,
- (ii) a copy of the Local Union cash disbursements journal, if applicable,
- (iii) list of all payments from the District Council made on behalf of the Local Union, from the funds collected by the District Council for the Local Union.

Notwithstanding anything to the contrary in this Article, the Financial Secretary, the Treasurer and all other Local Union officers shall comply with all provisions of the Plan, as amended from time to time by the General Secretary-Treasurer.

The Financial Secretary shall perform the Financial Secretary duties outlined in Section 155(d) and 211(d) of the International Constitution from information provided the Financial Secretary by the Business Manager/Secretary-Treasurer of the District Council.

The Local Union shall use the IUPAT Integrated Membership Systems (IMSe) computer systems or other system approved by the General Secretary-Treasurer for dues collection, member records, and member activity.

ARTICLE 7: DELEGATES

All delegates (other than delegates to the General Convention) shall be elected at the June elections in accordance with Article 11 of these Bylaws.

ARTICLE 8: EXECUTIVE BOARD

1. The Executive Board of this Local Union shall be as set forth in Section 185(c) of the International Constitution.
2. Duties of the Executive Board:
 - a. To enforce the laws of the Local Union between meetings.
 - b. To handle all matters delegated to the Executive Board by the members voting at regular or special called meetings.
 - c. To review all requests for donations, investigate the same and submit its findings and recommendations for membership action.
 - d. The Executive Board shall be vested with the authority of recommendation only, unless otherwise specifically authorized by the Local Union membership voting at a regular or special called meeting; provided, however, that during the interim between meetings it shall be authorized to act for the Local Union in cases of emergency, subject to review at the next regular meeting.
 - e. The Executive Board shall meet once per month.
 - f. A quorum for an Executive Board meeting shall consist of four (4) members of the Board.
 - g. The President shall act as the chairman of the Executive Board meetings.
 - h. Monthly bills shall be reviewed by the Executive Board.

- i. Members, who for reason of extreme hardship, such as illness or accidents, are unable to work for one (1) month or longer, may upon written request submitted to the Executive Board, have their dues paid for them for not more than three (3) months, unless the Executive Board recommends extending the three (3) months on a month to month basis. Such request to be submitted, if possible, by the next Executive Board meeting. The Executive Board shall consider each hardship case on its own merits and make a recommendation to the membership. Executive Board recommendations shall be voted on by the membership.

ARTICLE 9: COMPENSATION OF OFFICERS, DELEGATES,
 COMMITTEE MEMBERS AND SHOP STEWARDS

1. Officers:

- a. President: \$50.00 per monthly Union meeting.
- b. Vice President: \$25.00 per monthly Union meeting.
- c. Recording Secretary: \$35.00 per monthly Union meeting.
- d. Financial Secretary: \$25.00 per monthly Union meeting.
- e. Treasurer: \$25.00 per monthly Union meeting.
- f. Trustees: \$25.00 per monthly Union meeting.
- g. Warden: \$25.00 per monthly Union meeting.
- h. At Large Executive Board Members (if any): \$25.00 per monthly Union meeting.

In order to be compensated, Officers must attend both the Executive Board and Regular Membership Meeting when held.

2. Delegates

- a. To District Council: No allowance shall be granted unless recommended by the Executive Board and approved by the membership.
- b. To Central Bodies (if any): Allowances shall be granted for actual and reasonable expenses incurred and must be recommended by the Executive Board and approved by the membership.
- c. To Conventions-, Conferences, etc.: Allowances shall be granted for actual and reasonable expenses incurred and must be recommended by the Executive Board and approved by the membership.

3. Committee Members: Shall be compensated as recommended by the Executive Board and approved by the membership prior to nomination or appointment.
4. Portland OR. Meetings
 - a. Chairman: \$35.00 per monthly Union meeting
 - b. Registrar: \$35.00 per monthly Union meeting
5. Shop Stewards in bargaining units of four (4) or more only shall be compensated.
 - a. Shop Steward: \$25.00 per month
 - b. Lead Shop Steward: \$75.00 per month.
6. Officers, Delegates and Committee Members shall only be compensated providing they attend their respective meetings and fulfill the duties of the position and Local finances permit.
7. Shop Stewards shall be compensated providing they attend their respective meetings and fulfill the duties of the position or submit a verbal or written report prior to the meeting.
8. District Council Business Representatives shall not be compensated as officers or for attending meetings.
9. Executive Board Members traveling from Portland OR area to attend the Executive Board and Regular Membership Meetings shall receive a Gas Allowance of sixty (\$60.00) dollars.
10. First lost check will be reissued at no cost to the member. Subsequent lost checks within a rolling 12 month period will be reissued less applicable bank fees.

ARTICLE 10: BONDS

Officers of Local Unions shall be bonded in accordance with Section 59(b) and (c) of the International Constitution and as required by law.

ARTICLE 11: ELECTIONS

1. Elections shall be held under the procedures and provisions as set forth in Sections 209-212 of the International Constitution.
2. The election of Local Union Officers and delegates to District Councils shall be held at the last meeting in June, and nominations for the same shall be held at the last meeting in May, as per Section 209(a) of the International Constitution. Delegates to the District Council shall be elected to a four (4) year term. Local Union officers shall be elected to a three (3) year term.

3. Delegates to the General Conventions of the International shall be elected as set forth in Section 28 of the International Constitution.

ARTICLE 12: VACANCIES

Vacancies occurring among the officers shall be filled in accordance with Sections 215 and 216 of the International Constitution.

ARTICLE 13: DUES, FEES, AND ASSESSMENTS

1. Dues:

- a. Dues from members of Local Union 1094 shall be as follows:

- (1) All Members (Regular/Apprentice/Industrial) working less than eighty (80) hours per month, will pay \$26.90 per month. Dues shall be payable to the Local Union on a quarterly basis.
- (2) All Members (Regular/Apprentice/Industrial) working eighty (80) hours or more will pay two and three quarter (2 3/4) times their hourly rate of pay plus \$11.60 per month.

Dues shall increase by the amount of any increase in the per capita and Death Benefit payment due to the International Union and such increase shall be effective the date the increase in the payments due to the International Union becomes effective.

- b. The dues payment required by sub-section (a) includes the Death Benefit payment called for by Sections 17(b) and 18 of the International Constitution and the Rules and Regulations of the International Union's Death Benefit Fund. Accordingly, members not covered by the Death Benefit Fund pursuant to the foregoing provisions (example: members who are 60 years of age or over when initiated; or Life Members working at the trade who elected non-participation) will be required to pay the dues specified in sub-section (a) less the current Death Benefit Payment.

Members working at Daimler Truck and Kenworth Truck Manufacturing concerns will pay two and three quarter (2 3/4) times the average hourly rate of pay plus \$11.60 per month.

Contractor Member Dues (Owner/Operator):

1. Contractor members employing bargaining unit employees shall pay a flat rate dues of \$31.40 per month.

2. Contractor members employing no bargaining unit employees shall pay a flat rate dues of \$61.40 per month.
 - c. Quarterly working cards shall be obtained in accordance with Section 119 of the International Constitution.
 - d. Administrative Processing Fees:

There shall be no initiation fees for membership in this Local Union. New members/candidates and apprentices shall be charged an Administrative Processing Fee in accordance with the provisions set forth in Sections 92 and 93 of the International Constitution.
 - e. Life Membership fees shall be in accordance with Section 98 of the IUPAT International Constitution.
2. Clearance Cards:

Clearance Card fees and rules shall be as set forth in Sections 233-250 of the International Constitution.
3. Assessments and Funds:
 - a. Assessments can only be levied in accordance with Section 92 of the International Constitution.
 - b. International Union Death Benefit Fund. The International Union's Death Benefit Fund is governed by Sections 287-289 of the International Constitution, and the rules and regulations of the fund. Members should refer to the pamphlet "Rules and Regulations covering the Death Benefit Fund and the former Death and Disability Fund."
 - c. All monies due the International Union for per capita tax, Administrative Processing Fees or application fees, Death Benefit Fund payments, reinstatements, clearance card fees, life membership fees, and supplies shall be forwarded to the General Secretary-Treasurer immediately after the close of the month, along with required reports. Remittances must be made by express or post office money order, check or bank draft payable to the IUPAT.
 - d. Should a majority of the Trustees doubt the accuracy of any bill from the General Secretary-Treasurer, the Local Union shall pay the same under protest, and such protest shall be the first business taken up by the General Executive Board at their next meeting.

- e. Each month the Local Union shall hold in its treasury, as a standing appropriation to be forwarded to the General Secretary-Treasurer, a sum equivalent to its monthly per capita tax, Death Benefit Fund obligations, IUPAT Local Union and District Council Pension Fund payments and all other payments that must be made to the International Union as required by Section 177 of the International Constitution. Such required payments shall be made prior to allowing other expenditures.
- f. The funds and property of a Local Union may only be used for such purposes as are specified in the International Constitution, the District Council Bylaws, these Bylaws, and as approved by a majority of the Local Union members present at a meeting at which the question is presented. Recurring and fixed expenses may be authorized by a single vote of the membership. Local Unions shall not make any non-per capita tax expenditures in excess of \$5,000.00 without prior written approval of the District Council Business Manager/Secretary-Treasurer.
- g. On no consideration shall money from the Local Union Treasury be loaned or donated to members (strike, lockout and regularly established sick benefits excepted), provided that the Local Union may levy an assessment upon the membership to provide funds to relieve distress among members totally disabled from earning a living on account of injuries or sickness incurred while working at the trade. Before any such assessment is levied (1) all members shall be notified by mail that the proposed assessment will be considered at the next meeting and, (2) the majority of members present and voting must approve the assessment in a secret ballot vote.
- h. All financial obligations imposed upon the members of this Local Union by these Bylaws, the District Council Bylaws or the International Constitution shall constitute a civil debt collectible in the courts of the State of Washington or Oregon. Where amount of the obligation is specifically set forth, such specification shall be controlling, provided, however, should any specified financial obligation be held to be penal in character, then in that event, this Local Union shall be entitled to assess and collect in a civil suit such sum as will reasonably compensate it for all damages sustained resulting from the violation. In addition to the specified financial obligations referred to herein, this Local Union shall be entitled to assess and collect in a civil suit all duly imposed fines and all damages.

ARTICLE 14: MEETINGS

1. Regular Meetings: The regular meetings of this Local Union shall be held on the fourth Monday of each month at the primary office: 6770 E Marginal Way S, Bldg. E, 303-B Seattle, WA 98108 and 11105 NE Sandy Boulevard, Portland, OR 97220 on the third Monday of the month when called. Communication Meetings will be held at other locations as deemed necessary. Regular meetings will be called to order promptly at 5:15 p.m. and 3:30 p.m. respectively.

2. Special Meetings: Special meetings of this Local Union may be called by the President as he or she deems necessary. Special meetings shall also be called as required by Section 191 of the International Constitution.
3. Quorum: A quorum for a membership meeting shall consist of seven (7) members, provided that five (5) members shall constitute a quorum if the Local Union's membership is fewer than twenty-five (25) members.
4. Members' Rights: Members in attendance at meetings shall have the right to express their views, arguments or opinions upon any business properly presented before the meeting, subject to these Bylaws and the rules and regulations adopted by the Local Union pertaining to the conduct of meetings, but no member in exercising such rights shall evade or avoid his or her responsibility to the organization as an institution or engage in or advocate any conduct that would interfere in the Local Union's performance of its legal or contractual obligations, or conduct him or herself in an unruly, or boisterous manner.
5. Recording Devices: No member shall be permitted to use recording devices during any portion of any meeting in the Local Union.
6. Regular Portland, Oregon monthly meetings.
 - a. The Business Manager/Secretary Treasurer of District Council 5 shall appoint a Chairman and a Registrar to preside over the regular Portland, Oregon monthly meetings.
 - b. The Chairman and Registrar are not Officers or Executive Board Members of the Local Union.

ARTICLE 15: COMMITTEES

1. There shall be a standing Bylaws Committee whose duties and function shall be as set forth in Section 169(b) of the International Constitution.
2. Finance Committee:
 - a. The Finance Committee shall consist of the Financial Secretary, Treasurer and three (3) Trustees
 - b. The Finance Committee will meet with the Local Union Executive Board to review the finances in accordance with Section 168 of the constitution.

ARTICLE 16: CONTRACTORS

1. An employer is one who, in relation to any corporation, company, partnership, firm or other business entity, is a substantial owner, partner, officer, director, incorporator, managerial employee, supervisor (as defined by the National Labor Relations Act or Provincial law) or in a permanent, policy-making position.

2. (a) Employers shall be eligible for membership, but they must comply with the trade rules and working conditions of the locality in which the work is performed, must, insofar as is consistent with applicable federal and state, provincial and/or territorial laws, hire only members of this International Union, and must pay themselves and all their employees the wages and benefits established by the applicable area Collective Bargaining Agreement.

(b) No employer shall be eligible or permitted to hold office, serve on an executive board, act as delegate, vote on any question pertaining to hours, wages, benefits or conditions of employment, vote at elections of officers, delegates, or attend meetings at which contract proposals are discussed or voted on or at which the nomination or election is held for any elected position.
3. Any member desiring to become a Sign Contractor shall be required to register as such with the office of this Union and shall provide the following information:
 - a. Name and address of business.
 - b. List of all partners (if any).
 - c. All applicable tax numbers - including F.I.C.A. identification number, Department of Labor & Industries firm number, State Unemployment Compensation tax number, State Occupational tax number, Unified Business Identifier (UBI) number and Business tax number if applicable.
 - d. State contractor's license.
4. New Contractors shall be required to sign the current Agreement which is in effect between the District Council and other contractors and all identification and tax numbers shall appear on the last page of the Agreement. Any member, while acting as a Contractor, shall not be allowed to work as a Journeyman at the hourly rate of pay for any other contracting shop without special permission of the Business Representative. Upon desiring to return to Journeyman status he/she shall make an affidavit in writing to the Local Union stating that he/she no longer is in the Sign Contracting business. Failure to adhere to this Section of the Bylaws shall be the basis for charges being instituted against the member.

ARTICLE 17: MEMBERSHIP

1. An applicant is considered a member when the applicant meets all the requirements as set forth in the International Constitution.
2. A member may lose his or her good standing in the organization by suspension or expulsion or other disqualification for membership, after appropriate proceedings consistent with the

provisions of the International Constitution, or by non-payment of dues as provided in Sections 116-117 of the International Constitution.

A member who loses his or her good standing status because of his or her failure to pay dues or other obligations as required by the International Constitution and these Bylaws, but who has not been expelled from membership, may reinstate his or her good standing for the purpose of attending Local Union meetings and voting at elections, by paying all delinquent dues and other financial obligations prior to such meeting and election as provided in Section 118 of the International Constitution. Expelled members may be reinstated only in accordance with Section 276 of the International Constitution.

Quarterly dues payments must be made on or before the 20th day of the first month of the quarter to maintain good standing membership for the entire quarter period.

Resignation from membership is governed by Section 120 of the International Constitution.

3. Members' Responsibility:

- a. Every member by virtue of membership in this Local Union is obligated to adhere to and follow the terms of these Bylaws, the District Council Bylaws and the International Constitution with respect to the members' rights, duties, privileges and immunities conferred by them and by statute. Each member shall faithfully carry out such duties and obligations and shall not interfere with the rights of other members.
- b. Every member authorizes the District Council to act as his or her exclusive bargaining representative with full and exclusive power to execute Agreements with his or her employer governing terms and conditions of employment and to act for the member and have final authority in presenting, processing and adjusting any grievance, difficulty or dispute arising under any Collective Bargaining Agreement or out of the member's employment with such employer in such manner as it deems within its discretion to be in the best interests of the District Council. The District Council and its officers and agents may decline to process any such grievance, complaint, difficulty or dispute, if in their sole discretion and judgment, such grievance, complaint or dispute lacks merit or that such action would not be in the best interests of the District Council.
- c. No member shall interfere with the elected officers or representatives of the International Union, the District Council or this Local Union in the performance of their duties. Each member shall when requested, render such assistance and support in the performance of such duties as may be required by them, provided that this does not interfere with their individual rights as members. Each member shall adhere to the terms and conditions of pertinent Collective Bargaining Agreements and shall refrain from any conduct that would interfere with the International Union, District Council or Local Union's performance of its legal or contractual obligations.

- d. Every member shall be required to assist the International Union, the District Council and this Local Union, as well as their officers and representatives, by engaging in picketing, hand billing, salting and other organizing activities and attending education and training, as directed by the International Union, the District Council or the Local Union officers. No charges shall be filed or processed against any member for his or her decision to accept employment with an approved, targeted non-signatory employer for the purpose of organizing.
- e. All new members of this Local Union shall attend a new member orientation class offered by the District Council within ninety (90) days of being initiated.

ARTICLE 18: GENERAL RULES

All rules shall be contained in the District Council 5 Bylaws.

ARTICLE 19: CHARGES AND TRIALS

- 1. All charges preferred by members of this Local Union shall be referred to the District Council Trial Board for disposition and shall be processed in accordance with the International Constitution.

ARTICLE 20: EXHAUSTION OF REMEDIES

No member or officer shall resort to any court or agency until all forms of relief and avenues of appeal, as provided by the International Constitution, have been exhausted, unless otherwise provided by statutory law.

ARTICLE 21: PROPERTY

- 1. The funds and property of the Local Union shall be governed by Sections 179-181 of the International Constitution.
- 2. No property of the Local Union, and no property in the possession, custody or control of this Local Union or any of its officers or employees and no property held in trust, express or implied, which was created or established by this Local Union and whose primary purpose is to provide benefit for the members of the Local Union or their beneficiaries, shall be given, contributed or donated, either directly or indirectly, to aid or assist, or be expended in behalf of, any seceding, dual or antagonistic labor organization, nor to any Local Union which is in violation of the International Constitution.
- 3. All Union books and records shall be properly and safely stored at the Union's primary office or off-site storage facility in Seattle, Washington.

ARTICLE 22: AGENCY

Neither this Local Union, nor any of its officers or employees, has any power to make any representation, contract, or agreement, nor to incur any liability, which shall be binding upon the International Union without the written consent of the General President or his or her designee. Neither this Local Union, nor any of its officers or employees has been authorized or empowered to act as agent of the International Union and shall not be deemed an agent of the International Union unless expressly authorized in writing by the General President or his or her designee to act in that capacity.

ARTICLE 23: AMENDMENTS

Any amendment to these Bylaws shall be done in accordance with the procedure set forth in Section 169 of the International Constitution.

ARTICLE 24: STANDING RULES FOR UNION MEETINGS

Rules for the conduct of Local Union meetings are contained in the “Order of Business for Local Unions” and in “Parliamentary Rules and Ritual” set forth in the International Constitution.

ARTICLE 25: INTERNATIONAL UNION CONSTITUTION

The Local Union acknowledges that the International Constitution supersedes any provisions of these Bylaws which are inconsistent with the Constitution. The Local Union further acknowledges that the Bylaws of the District Council shall govern and supersede these Bylaws to the extent that any provisions set forth herein are inconsistent with such Bylaws.

ARTICLE 26: SAVING CLAUSE

1. The provisions of these Bylaws relating to the payment of dues, assessments, fines or penalties, shall not be construed as incorporating into any union-security contract those requirements for good standing membership which may be in violation of applicable law, nor shall they be construed as requiring any employer to violate any applicable law. However, all financial obligations imposed by or under the International Constitution, the District Council Bylaws and these Local Union Bylaws (and in conformity therewith) shall be legal obligations of the members upon whom imposed, and enforceable in a court of law.
2. If any provision of these Bylaws shall be declared invalid or inoperative, by a competent authority of the executive, judicial or administrative branch of the federal or state government, the Local Union Executive Board, subject to approval of the Local Union, shall have the authority to suspend the operation of such provisions during the period of its invalidity and to substitute in its place and stead a provision which will meet the objections to its validity and which will be in accord with the intent and purpose of the invalid provision. If any article or section of these Bylaws should be held invalid by operation of law or by any tribunal of competent jurisdiction, the remainder of these Bylaws or the

application of such article or section to persons or circumstances other than those as to which it has been held invalid, shall not be affected thereby.

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