CONSTITUTION
&
BY-LAWS
OF THE
S.D.M. OF AMERICA

ADOPTED IN SPECIAL MEETING AT
THE CLARION IN OXON HILL, MARYLAND
AUGUST 9TH, 2014
AND
AMENDED AUGUST 9TH, 2014
AMENDED May 18th, 2015
CONSTITUTION

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Constitution
of the
S.D.M. of America

PREAMBLE

We, the employees of the federally contracted security field, in order to promote our moral, social and economic well-being; protect and uphold our individual and collective rights, as well as foster harmonious and progressive labor management relations, do hereby associate ourselves as a single collective body for the following purposes:

• To faithfully represent all employees of the federally contracted security field in collective negotiations beneficial to all of its members;

• To promote the moral, social and economic well-being of its members;

• To protect and uphold the individual and collective rights of its members;

• To foster harmonious and progressive labor-management relations at all times;

• To work towards the adoption of legislation, policies and other measures that will ultimately promote the economic, social and general well-being of its members and the working class in general;

• To educate and advise its members on present labor relations systems, their existing collective bargaining agreement, their rights and obligations as collective bargaining members and employees, and all other matters that may directly or indirectly affect its members.

ARTICLE I

NAME

Section 1. This organization shall be known as the "S.D. M. of America". The S. D. M. of America shall be domiciled in the Washington D.C. area.
Section 2. The Executive Board shall have the sole and exclusive right to authorize, control, license and restrict the use of the name, insignia or emblem and mark, trademark or service mark of the S.D.M. of America. The Secretary shall police the trademark and shall grant or refuse to grant permission for its use as hereinafter set forth or as may be, from time to time, prescribed by the Executive Board.

ARTICLE II
JURISDICTION

The jurisdiction of the S.D.M. of America shall include and be implemented in all places of work for the purpose of protecting person, property, employers and employees to ensure safety to both the government and private sector personnel in governmental facilities or surrounding property under the governments Homeland Security rule whether government owned or leased. This includes all employees as defined under Section 9(b)(3) of the National Labor Relations Act and any title given to them under the same.

ARTICLE III
DEFINITIONS

As used hereinafter, the following terms, phrases or words shall be defined as follows:

"Good cause" shall mean nonfeasance, malfeasance, dishonesty or refusal to carry out the will of the membership or elected board.

"Organization" shall mean to refer to the "S.D.M. of America".

"Member in good standing" shall mean a member who has fulfilled all requirements of membership. Any member who is delinquent in their dues, suspended or has been removed from office for good cause during the previous 12-month period shall not be considered a member in good standing.

"Executive Board" shall mean the collective body of elected officers and board members who may meet from time to time as provided for in Article III of the organizations By-Laws.

ARTICLE IV
ELIGIBILITY

Any employee providing "protective services" as defined in Section 9(b)(3) of the National Labor Relations Act who are not otherwise disqualified by law and without regard to sex, race, nationality, religious or political belief or affiliation is eligible for membership
in the S.D.M. of America.

ARTICLE V
OFFICERS

Section 1. The existing executive board, as it was put in place for the creation of the Union, shall remain for the duration of their term, at which time an election shall take place.

Section 2. The executive officers of the S.D.M. of America shall consist of a President, Vice President, Secretary, Treasurer and Sergeant-at-arms, each of whom shall be elected by a quorum of the membership and shall serve for a term of 3 years.

Section 3. Three at-large board members shall also be elected by a quorum of the membership and shall serve for a term of 5 years.

Section 4. The immediate past president shall always continue to serve on the board, in an advisory capacity.

Section 5. This group of Officers and Board Members shall be referred to in its collective sense as the "Executive Board" who shall be responsible for conducting the business of the organization as set forth within its Constitution and By-Laws.

ARTICLE VI
DUES

Section 1. Membership dues shall be fixed and collected bi-weekly via payroll, on the first 2 pay periods each month for a total of 24 payroll deductions yearly. The deduction will be made by the employer who shall be responsible for forwarding all dues and reports to the S.D.M. of America's Executive Board. An initiation fee of $125 may be assessed.

Section 2. Membership dues may be increased from time to time, such increase shall not exceed the amount of one hour wages per pay period. If deemed necessary by the Executive Board it is to be voted on by a majority of the membership. Members present at such scheduled meeting can vote, provided that the proposed increase shall have been submitted in writing and read at the immediate preceding meeting and provided further that written notice shall have been given to all members at least 14 days in advance of the date that such increase is to be voted on. Written notice shall be deemed to have been given so long as the proposed increase has been posted at each work site.

Section 3. Any member who has been called to active duty will be exempt from the payment of dues during the time period for which they have been activated.
ARTICLE VII
RULES OF ORDER

Except as otherwise provided for in this Constitution and the By-Laws, the latest edition of "Roberts' Rules of Order" shall govern the conduct, deliberations and order of business of all meetings and committees of the S.D.M. of America.

ARTICLE VIII
MEETINGS

Section 1. Regular membership meetings shall be held at least four (4) times a year in February, May, August and November. The date, time and place for said meetings shall be determined by the Executive Board.

Section 2. Additional meetings, special meetings and executive board meetings may be held from time to time as required and specified in the By-Laws.

ARTICLE IX
AMENDMENTS

Section 1. Proposals for amending the By-Laws may be made by any member in good standing of the S.D.M. of America by introduction of a written resolution at any regularly scheduled membership meeting.

Section 2. The By-Laws may then be amended at any subsequent regularly scheduled membership meeting, (or special meeting called specifically for the purpose of voting on said amendment), of the S.D.M. of America by a two-thirds vote of the attending members providing that written notice shall have been given to all members, at least 14 days in advance of the date of when such amendment is to be voted upon, notifying said members that a proposal to amend the By-Laws is to be voted upon.
By-Laws
of the
S.D.M. of America

ARTICLE I
MEMBERSHIP

Section 1. Any eligible employee may apply for membership. All applications for membership shall be made in writing on approved forms.

Section 2. All applications for membership shall be acted upon by the Executive Board after ensuring the prospective member has initiated all required paperwork with the employer for payroll deduction of membership dues.

Section 3. A member does not have the right to assign any legal obligation to the UNION.

ARTICLE II
ELECTION OF OFFICERS

Section 1. Any member in good standing is eligible to serve as an officer or board member of the S.D.M. of America upon nomination by the nominating committee or by any other member in good standing.

Section 2. At regularly scheduled February or May meeting, the President shall appoint a nominating/election committee of three members, (two members and a chair), who will present to the membership at its next regularly scheduled membership meeting, a list of one or more candidates for each office required to be elected under the Constitution of the organization. Members appointed to the nominating/election committee shall not be eligible to run for office in the election for which they sit upon said committee. In the event of only one person being nominated for a particular office, that person/position will be declared elected.

Section 3. A list of all nominations shall be posted at each work location no less than 30 days prior to the election.

Section 4. The election of Officers shall be conducted at the regularly scheduled August membership meeting through secret ballot overseen by the nominating/election committee.
A minimum of 25% of the membership in good standing must participate in the balloting for a valid election to occur.

Section 5. Those officers shall be declared elected who have, by secret ballot, received a combined majority of the votes of the membership in attendance at the meeting, and/or via electronic ballot (if available), as declared by the nominating/election committee chair. The newly elected Officers and Board Members shall take office immediately and shall meet within one (1) week following their proclamation at which time the outgoing board members shall turn over all records and properties of the organization to the new administration.

ARTICLE III
EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the executive officers, at-large board members and executive officers who shall administer to the affairs of the organization. This shall include, but not necessarily be limited to, the formulation of policies, implementation of special programs, creating of committees, managing of finances, negotiating of the Collective Bargaining Agreement, and any other business they shall deem in the best interests of the organization.

Section 2. Any vacancy in the Executive Board shall be filled by a majority vote of the Executive Board at its next scheduled executive board meeting. For any board vacancy occurring with a period of less than one year remaining on said term, said appointee(s) shall hold office for the remaining unexpired term of office. For any board vacancy having more than a year left on said term, said appointee(s) shall hold office in an acting capacity until such time as a special election can be authorized by the Executive Board.

Section 3. The members of the Executive Board shall not receive any compensation other than the actual reimbursement of any approved expenditures. At times, such as negotiations, where members have to take time off to attend they shall be paid compensation at their regular hourly rate for not more than 8 hours a day and not to exceed 40 hours per week. Any member of the Executive Board or shop steward representing a member for disciplinary purposes shall be entitled to appropriate hourly remuneration for their actual time spent, paid at their current contractual base hourly wage.

ARTICLE IV
DUTIES OF OFFICERS

Section 1. President: The President shall be the chief executive officer of the organization and serves as its official spokesperson. They shall administer and manage the business of the organization, preside over its meetings, execute all contracts into which the organization might enter and may co-witness all expenditures made by the Treasurer. They shall appoint committees,
name their chair, and when necessary, call special meetings.

Section 2. Vice President: The Vice President shall act as a representative of the President on all matters referred to them and in the absence of the President, generally perform the duties of the president during their absence.

Section 3. Secretary: The Secretary shall be the custodian of the organizations records, documents, Seal, minutes and correspondence. They will be charged with the administrative duties required in carrying out the policies and mandates of the organization to include the recording, transcribing and posting of all meeting minutes; maintaining custodial possession of the Constitution, By-Laws, Meeting Minutes and all other records relevant to the organizations business; preparation of any future amendments and all organizational correspondence; maintaining of an accurate membership list/database and the attestation to all duly authorized contracts entered into by the organization. In addition, the Secretary shall provide the President with a copy of all documents.

The Secretary shall also be responsible for the annual submission, to the Department of Labor and Employment and the Civil Service Commission, a list of the organizations Executive Officers and members. This report will include all members' addresses, the minutes of the last election and list of the voting members participating in said election. This report shall be submitted no later than 30 days from the date of the most recent election or change in the Organizations Executive Board.

Section 4. Treasurer: The Treasurer shall be the custodian of the funds of the S.D.M. of America. They shall be responsible for the accounting and accurate reporting of all income and expenditures of the organization and, together with the President, shall attest to the all warrants and vouchers for disbursement of funds relating to the financial administration of the organization. They shall be the custodian of all financial records, receipts and other fiduciary instruments, prepare monthly reports to the Executive board, quarterly reports to the general membership, and any other financial reports required of the Department of Labor & Employment and/or Civil Service Commission. A detailed financial accounting report shall be required within 30-days of the end of each fiscal year and upon the election of a new Treasurer. In addition, the Treasurer shall provide the President with a copy of all documents.

Section 5. Sergeant-at-Arms: The Sergeant-at-Arms shall be charged with the responsibility of preserving order at all meetings, presenting of the colors at meetings, the verification of current membership status at meetings and any other duties as may be assigned them by the President.

Section 6. Immediate Past President: The immediate Past President shall advise and assist the President and Executive Board in the performance of their duties and shall undertake such assignments as may be delegated by the President. This position shall be held by the living person
who most recently held the office of President, who completed at least (1) full term, and who was not otherwise removed from office.

Section 7. At-large Board Member: The At-Large Board Member shall act as a representative of the Organization on all matters referred them by the President or their designee.

ARTICLE V
MEETINGS & MINUTES

Section 1. General Membership meetings shall be held 4 times a year in February, May, August and November. Notices of the date, time and location of said general membership meetings shall be sent out by the Secretary a minimum of ten (10) days prior to such meetings. Notice shall be deemed to have been made by posting of said notice at each building. Additionally the Secretary shall make notifications electronically wherever possible by email and use of the organizations website.

Section 2. The Executive Board shall meet at the call of the President at least every other month or more frequently as the President may deem necessary.

Section 3. Special membership meetings or special meetings of the Executive Board may be called at any time by the President, by a majority vote of the Executive Board, or upon written request of 15% or more of the membership in good standing. Notices of the date, time and location of special membership meetings shall be sent out by the Secretary a minimum of ten (10) days prior to such meeting. Notice shall be deemed to have been made by posting of said notice at each building. Additionally the Secretary shall make notifications electronically wherever possible by email and use of the organizations website. The notice of the special membership meeting shall state the objective and purpose of said meeting thereof and no other business shall be transacted at such special membership meeting except such business as is contained in the notice thereof.

Section 4. A duly recognized quorum of the membership of the S.D.M. of America must be present at the start of any meeting where organizational business will be taking place requiring a vote of the executive board or membership.

Section 5. Minutes shall be taken by the Secretary in printed and in audible form at any general membership, executive board or special meeting of the S.D.M. of America. The minutes shall be posted to the Union website.
ARTICLE VI
QUORUMS

Section 1. A minimum of 4 members or a ratio greater than half of the Executive Board shall constitute a quorum for the purposes of conducting business at any meeting of the executive board.

ARTICLE VII
DUES

Section 1. Dues shall be set at $15.00 per two-week pay period, at this time. An initiation fee of $125 may be assessed but can be waived if applicant applies prior to May 31st 2015 or at first attempt after their 90 day probation period.

Section 2. All dues collected shall be placed into a dues collection account opened in the name of the "S.D.M. of America", and administered in accordance to the by-laws set forth here. For security it will be moved at least bi-monthly to the operating account.

Section 3. Dues collected may be used for:
· CBA negotiations;
· Labor education programs;
· Administrative supplies;
· Bonding of its officers;
· Attorney's & consultants fees;
· Any other programs, items or materials deemed by the executive committee to be necessary in conducting the business of the organization.
· Compensation for representing a member for disciplinary actions;
· Promoting the moral, social and well-being of its members.

Section 4. If a member of the workforce chooses not to be a member of this UNION, the same amount of money required by members must be paid. The Union will retain ($20) twenty dollars of the dues to offset certain UNION operational expenses and send on a monthly basis ($10) ten dollars of the dues to a nationally recognized charitable organization chosen from the Executive Board approved list.

ARTICLE VIII
FINANCES

Section 1. The organizations fiscal year shall commence on January 1st and end on December 31st. This shall be used to provide a certified copy to members. Viewable on our website.
Section 2. All expenditures made shall be done so by use of the S.D.M. credit card or upon draft or check signed by 2 of the executive board members as required by the account. The use of the credit card shall be in compliance with guidelines previously agreed upon by the Executive Board.

Section 3. All executive Board Members shall be properly bonded with a good and solvent "bonding and surety" company to cover double the average amount of monies normally handled in a single year. Such bonding shall be paid for by the S.D.M. of America.

Section 4. In case of voluntary dissolution of the UNION or final cancellation of its registration certificate, the UNION will disperse its funds according to guidelines provided on the IRS Application for Recognition of Exemption. The nationally recognized charitable organizations shall be decided upon by a majority vote of the full membership.

Section 5. The Executive Board shall have the authority to approve expenditures up to $5,000.00. Expenditure above $5,000.00 shall require a majority vote of the members present at any regularly scheduled or specially called membership meeting.

ARTICLE IX
CONDUCT

Section 1. Members attending any meeting of the organization shall conduct themselves with dignity and decorum at all times. Cursing, public ridicule, harassment, threats, violence or any other form of intimidation will not be tolerated.

Section 2. Any member conducting themselves in any manner construed to be a disruption to any meeting may be asked to leave by the presiding officer of said meeting and may not return until the next scheduled meeting.

ARTICLE X
COLLECTIVE BARGAINING

Section 1. All collective bargaining for and on behalf of the general membership shall be undertaken by the Executive Board.

Section 2. The President shall appoint a "Negotiating Committee" who shall act as the negotiations panel acting on behalf of the membership during all contract negotiations with the employer, and who shall be required to report back to the Executive Board at the conclusion of each meeting with said employer.
Section 3. An outside "Contract Negotiations Professional" with an expertise in the areas of labor negotiations shall be hired by the Executive Board to work with the Negotiations Committee during contract negotiations to insure the best possible outcome for the membership.

Section 4. Any "Collective Bargaining Agreement" resulting from said negotiations shall be subject to ratification and approval by a majority of the membership at a special meeting convened specifically for this purpose prior to being signed.

ARTICLE XI
CONFLICT RESOLUTION

Section 1. Disputes involving UNION members or its officers shall be made in writing and submitted to the President who shall undertake to have them settle their differences amicable.

Section 2. In the event of failure to settle the dispute amicably, the President shall pass on the dispute to a committee which shall undertake to investigate or hear the case on the merits.

Section 3. The Committee shall require the respondent within ten (10) business days from the date of the aforementioned confrontation of the parties to reduce their answers in writing. Thereafter, both sides shall be entitled to a hearing.

Section 4. After proper evaluation of evidence submitted, the Committee shall render its written decision on the dispute within ten (10) business days from the conclusion of the hearing.

Section 5. Decisions of the Committee shall become final unless appealed to the General Membership within five (5) business days from receipt of a copy of the decision of the Committee.

ARTICLE XII
IMPEACHMENT

Section 1. Any member of the executive board may be removed for inefficiency or "Good Cause" by the Executive Board, a unanimous vote of said board being necessary to effect such removal. Should a member of the executive board be removed then a replacement shall be appointed in accordance with Article II, Section 6 of these By-Laws.

Section 2. Any member of the executive board may be removed for inefficiency or "Good Cause" by the Membership upon petition to the Executive Board by 30% or more of the members in good standing. The President, upon receipt of a valid petition, shall call for a special meeting to be held where said member shall be provided ample opportunity to respond to said charges and
where upon a two-thirds vote of the members present shall then be necessary to effect such removal. Should a member of the executive board be removed then a replacement shall be appointed in accordance with Article II, Section 6 of these By-Laws.

**ARTICLE XIII**

**AMENDMENTS**

Section 1. Proposals for amending the By-Laws may be made by any member in good standing of the S.D.M of America by introduction of a written resolution at any regularly scheduled membership meeting.

Section 2. The By-Laws may then be amended at any subsequent regularly scheduled membership meeting, (or special meeting called specifically for the purpose of voting on said amendment), of the S.D.M. of America by a two-thirds vote of the attending members providing that written notice shall have been given to all members, at least fourteen days in advance of the date of when such amendment is to be voted upon, notifying said members that a proposal to amend the By-Laws is to be voted upon.

**ARTICLE XIV**

**LEGAL AID**

Section 1. Any member facing termination proceedings may petition the S.D.M. of America for legal representation. Said petition must be in writing and submitted to the Executive Board, who shall convene within 5 business days to review said petition.

Section 2. The Executive Board shall review and make a final determination as to what, if any, legal representation the S.D.M. of America shall provide to the member.

Section 3. The Executive Board shall be authorized to approve up to $1,000.00 in legal assistance, to be paid directly to the members chosen attorney, providing appropriate documentation as to the attorney's legal expenses has been provided. On a case by case basis, the executive board may authorize up to the maximum of $5000.00.
ARTICLE XV
LIMITS OF LIABILITY

The S.D.M. of America Board of Directors as individuals shall not incur, nor cause to be incurred, any liability or obligation whatsoever which shall subject it to liability to any other organization, group or company.

ARTICLE XVI
SEVERABILITY

Should any provision of this constitution or by-laws be declared or otherwise be deemed invalid or unlawful through the contradiction of any federal, state or local legislative enactment or any regulation of same, that part shall not effect or disallow any other provisions contained herein. The unaffected provisions of this constitution and by-laws shall remain in full force and effect.

ARTICLE XVII
EFFECTIVE DATE

The foregoing Constitution and By-Laws, adopted pursuant thereto, shall be effective immediately upon adoption.

Adopted and ratified this 9th day August, 2014 and updated May 18th, 2015 with the list of Executive Board members, together with their signatures, who ratified the same appearing in Annex "A" and "A1" hereof.