

REGION IV
VOLUNTARY PROTECTION PROGRAMS PARTICIPANTS' ASSOCIATION, INC.

BYLAWS
ARTICLE I
MEETINGS OF MEMBERSHIP

- 1.1 **PLACE AND TIME OF MEETINGS.** Meetings of members of the Region IV (Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee) Voluntary Protection Programs Participants' Association, Inc., (Chapter) shall be held at such places within the Chapter geographical area as designate by the Chapter Board of Directors (Board) and at such times as may be provided in the notice of the meeting. Non-business portions of all annual meetings shall be open to the Occupational Safety and Health Administration (OSHA) and any representatives of companies or agencies involved or interested in the Voluntary Protection Programs. The location of annual meetings shall be selected with accessibility to the general membership in mind.
- 1.2 **ORGANIZATION AND ORDER OF BUSINESS.** The Chairperson of the Board of Directors (Chairperson) shall serve as Chairperson at all meetings of the membership or, in the Chairperson's absence, the Vice Chairperson shall act as Chairperson. The Secretary of the VPPPA shall act as Secretary at all meetings of the membership or, in the Secretary's absence, the Chairperson of the meeting may appoint any person to act as Secretary of the meeting. The Chairperson shall establish procedures to take steps as deemed necessary or desirable for the proper conduct of each meeting of the membership.
- 1.3 **ANNUAL MEETING.** The annual meeting of the membership shall be held at a time and place designated by the Board.
- 1.4 **SUBSTITUTE ANNUAL MEETING.** If an annual meeting of the membership is not held during the period designated in these Bylaws, a substitute annual meeting shall be called as promptly as is practicable by the Chairperson or Board. Any meeting so called shall be designated and treated for all purposes as the annual meeting.
- 1.5 **SPECIAL MEETINGS.** Special meetings of the membership may be called only by the Chairperson or Board. Only business within the purpose or purposes described in the notice for a special meeting of members may be conducted at the meeting.
- 1.6 **NOTICE OF MEETINGS.** Written notice stating the place, day, and hour of each meeting of the membership and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than fifteen (15) nor more than sixty (60) days before the date of the meeting (except when a different time is required in these Bylaws or by law) either personally or by mail, telephone or other form of wire or wireless communication, or by private courier, to each member. If mailed, such notice shall be deemed to be effective when deposited in First Class United States Postal Service mail with postage thereon prepaid, addressed to the member at his address as it appears on the books of the Chapter. If given in any other manner, such notice shall be deemed effective when given personally or by telephone or other form of wire or wireless communication, or given to a private courier to be delivered.
- Notice of a members' meeting to act on an amendment of the Articles of Incorporation; a plan of merger; the sale, lease, exchange or other disposition of all or substantially all the property of the Chapter otherwise than in the usual and regular course of business, or the dissolution of the Chapter, shall be given, in the manner provided above, not less than twenty-five (25) nor more than

sixty (60) days before the date of the meeting. Any notice given pursuant to this Section shall state that the purpose, or one of the purposes, of the meeting is to consider such action and shall be accompanied by a copy of the proposed amendment, a copy of the proposed plan of merger, or a summary of the agreement pursuant to which the proposed transaction will be effected. If a summary of the agreement is sent to the members, the Chapter shall also send a copy of the agreement to any member who requests it. If a meeting is adjourned to a different date, time, or place, notice need not be given if the new date, time, or place is announced at the meeting before adjournment.

- 1.7 **QUORUM AND VOTING REQUIREMENTS.** Unless otherwise required by law, at least 10 percent of members (a majority of the votes entitled to be cast on a matter) constitutes a quorum for action on that matter. If a quorum exists, action on a matter, other than the election of directors, is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law. Directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. Less than a quorum may adjourn a meeting. Each Chapter member site shall have two votes, one from a management representative and one from a labor representative. Proxy voting is not permitted for any matter.
- 1.8 **ACTION WITHOUT MEETING.** Action required or permitted to be taken at a meeting of members may be taken without a meeting and without action by the Board if the action is taken by all the members entitled to vote on the action. The action shall be evidenced by one or more written consents describing the action taken, signed by all the members entitled to vote on the action, and delivered to the Secretary of the Chapter for inclusion in the minutes or filing with the corporate records. Action taken by unanimous written consent shall be effective according to its terms when all consents are in the possession of the Chapter, unless the consent specifies a different effective date, in which event the action taken under this section shall be effective as of the date specified therein, provided the consent states the date of execution by each member. A member may withdraw consent only by delivering a written notice of withdrawal to the Chapter prior to the time that all consents are in the possession of the Chapter.
- 1.9 **MEMBERSHIP.** Membership shall be limited to any interested worksite within Region IV in good standing. "Good standing" is defined as: wherein dues as set by the National VPPPA Board of Directors (or as waived by the National Board) have been paid for the current year and members are in compliance with Voluntary Protection Programs Participants' Association (VPPPA) standards and National VPPPA and Chapter Bylaws. When the member is an organization or other entity, it shall designate two individuals (one representing management and one representing labor) to represent such entity in the exercise of any power the entity may have under the Bylaws. **FULL MEMBERSHIP** in the Chapter shall be limited to any interested worksite that has gained acceptance into, and is currently approved for, any of the Federal or Federally-approved State-Plan-State Voluntary Protection Programs and similar voluntary programs of other government agencies (hereafter referred to as VPP). Two representatives of Full Members (one representing management and one representing labor) may vote at meetings of the membership (see voting requirements under Section 1.7), and serve as a Director or Officer of the Board. **ASSOCIATE MEMBERSHIP** shall include a worksite, corporate office, or educational institution. The worksite must be interested in the process of actively pursuing VPP approval. This can be determined by participation in the Mentoring Program and networking events and/or attending conferences and workshops. Corporate offices may join as an Associate member, but only if they do not have any worksites that are in the VPP. Educational institutions may qualify for Associate membership by cooperatively working with government agencies to improve worker safety and

health. Associate members may not vote at meetings of the membership, but are eligible to serve as a Director or Officer of the Board.

CORPORATE MEMBERSHIP will be limited to any headquarters office of the same company, division, or corporation, which provides guidance and/or support directly to an approved VPP worksite. Corporate members may not vote at meetings of the membership, but are eligible to serve as a Director or Officer of the Board.

HONORARY LIFETIME MEMBERSHIP will be limited to individuals formally selected by vote of the Board based on the following criteria: (1) nominees for honorary membership must be ineligible for any other class of membership and/or are no longer employed by OSHA, other government agencies, or a VPP site; and (2) nominees for honorary membership must have made substantial and lasting contributions to the VPP or the VPPPA, either while working for OSHA, other government agencies, or while members of the VPPPA. Honorary members are not eligible to vote at meetings of the membership, but are eligible to serve as a Director or Officer of the Board.

AGENCY MEMBERSHIP shall be limited to a headquarters office of federal agencies which regulate the safety and health of working conditions in workplaces owned or operated by said federal agency, which is developing, establishing, or implementing a voluntary program to encourage and recognize excellence in worker safety and health or other regulatory achievements, and an office of federal, state, or territorial agencies which regulate the safety and health of working conditions in workplaces not owned or operated by said agency, which is developing, establishing, or implementing a voluntary program to encourage and recognize excellence in worker safety and health or other regulatory achievements. Agency members may not vote at meetings of the membership, but are eligible to serve as a Director or Officer of the Board.

NON-PROFIT ORGANIZATION (NPO) MEMBERSHIP shall be limited to the office of 501 (c)(3) or (6) organizations. NPO members may not vote at meetings of the membership, but are eligible to serve as a Director or Officer of the Board.

UNION MEMBERSHIP shall be limited to local and international unions that support at least one site, which is eligible for VPPPA Full or Associate membership. Individuals, acting in their capacity as representatives from this category, may not vote at meetings of the membership, but are eligible to serve as a Director or Officer of the Board.

AFFILIATE MEMBERSHIP shall include companies and organizations which provide services and products for the enhancement of safety and health in industry. Affiliate members may not vote at meetings of the membership, nor serve as a Director or Officer of the Board.

ARTICLE II DIRECTORS

- 2.1 **GENERAL POWERS.** The Chapter shall have a Board. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Chapter managed under the direction of, its Board, subject to any limitation set forth in the Articles of Incorporation.
- 2.2 **NUMBER AND TERMS.** The number of directors constituting the Board is at least seven and no more than seventeen. Of this number, two positions shall be reserved for hourly and or non-exempt salaried employees of VPPPA member organizations. One of these two reserved positions shall be held by a member of a collective bargaining unit represented by a labor organization. The

other shall be from a member organization which has no collective bargaining agreement. This reservation is in no way a limitation upon the number of positions on the Board which may be held by hourly or non-exempt salaried employees.

- 2.3 **QUALIFICATIONS TO BE ELECTED, APPOINTED, OR TO SERVE ON THE BOARD OF DIRECTORS.** To be nominated, elected, appointed, or to serve as a member of the Chapter Board, an individual must be considered a Full, Associate, Corporate, Honorary Lifetime, Agency, Non-Profit Organization, or Union member in good standing and must have experience as a Regional Committee Member or National VPPPA Board Committee member at the time of said nomination, election, appointment or tenure on the Board. No more than two directors employed by the same entity, such as a corporation, shall serve at any one time as voting members of the Board.
- 2.4 **ELECTION.** Except as provided in Section 2.5, Directors shall be elected by the members at each annual meeting and those persons who receive the greatest number of votes shall be deemed elected even though they do not receive a majority of the votes cast. No individual shall be named or elected as a director without their prior consent.
- 2.5 **REMOVAL; VACANCIES.** The members may remove one or more directors with just cause. Unless the Articles of Incorporation require a greater vote, a director may be removed if the number of votes cast to remove them constitutes a majority of the votes entitled to be cast at an election of directors. A director may be removed by the members only at a meeting called for the purpose of removing them and the meeting notice must state that the purpose, or one of the purposes of the meeting, is removal of the director. An incumbent director who no longer meets the eligibility requirements for serving as a director may be removed by the Board at its discretion at any official meeting of the Board. All other removal of directors shall be accomplished by the members as described above. A vacancy on the Board, including a vacancy resulting from the removal of a director or an increase in the number of directors, may be filled by the members, the Board, or the affirmative vote of a majority of the remaining directors though less than a quorum of the Board, and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.
- 2.6 **ANNUAL AND REGULAR MEETINGS.** An annual meeting of the Board, which shall be considered a regular meeting, shall be held immediately prior to, during or following each annual National VPPPA conference, for the purpose of carrying on such business as may properly come before the meeting. The Board may also adopt a schedule of additional meetings, which shall be considered regular meetings. Regular meetings shall be held at such times and at such places as the Chairperson or Board shall designate from time to time.
- 2.7 **SPECIAL MEETINGS.** Special meetings of the Board may be called by the Chairperson or a majority of the Directors of the Chapter, and shall be held at such times and at such places within Region IV as the person or persons calling the meetings shall designate.
- 2.8 **NOTICE OF MEETINGS.** No notice need be given of regular meetings of the Board. Notices of special meetings of the Board shall be given to each director in person or delivered to his residence or business address (or such other place as they may have directed in writing), not less than twenty-four (24) hours before the meeting by mail, messenger, or other means of wire or wireless communication. Any such notice shall set forth the time and place of the meeting and state the purpose for which it is called.
- 2.9 **WAIVER OF NOTICE; ATTENDANCE AT MEETING.** A director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the

next paragraph of this section, the waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.

A director's attendance at or participation in a meeting waives any required notice to them of the meeting unless the director at the beginning of the meeting or promptly upon their arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

- 2.10 **QUORUM; VOTING.** A majority of the number of directors fixed in these Bylaws shall constitute a quorum for the transaction of business at open and closed meetings of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the Board.
Closed Board meetings are limited to the Board. Any other attendees will be by invitation only.
- 2.11 **TELEPHONIC MEETINGS.** The Board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.
- 2.12 **ACTION WITHOUT MEETING.** Action required or permitted to be taken at a meeting of the Board may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last director signs the consent unless the consent specifies a different effective date in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each director.

ARTICLE III COMMITTEES OF DIRECTORS

- 3.1 **COMMITTEES.** The Board may create one or more committees and appoint Chapter members in good standing, Government Agency personnel, or legal counsel to serve on them. Unless otherwise provided in these Bylaws, each committee shall have two or more members who serve at the pleasure of the Board. The creation of a committee and appointment of members to it shall be approved by the number of directors required to take action under Section 2.10 of these Bylaws.
- 3.2 **AUTHORITY OF COMMITTEES.** To the extent specified by the Board, each committee may exercise the authority of the Board.
- 3.3 **EXECUTIVE COMMITTEE.** The Board may appoint an Executive Committee, consisting of the Chairperson, Vice Chairperson, Secretary, Treasurer, Labor Representative from a Site with a Collective Bargaining Agent, and Labor Representative from a Site without a Collective Bargaining Agent. The Committee's duty is to act on matters requiring expediency or privacy not practical for decision of the full Board. The Committee shall have all of the authority of the Board except to the extent such authority is limited by the provisions of Section 3.2.
- 3.4 **NOMINATING COMMITTEE.** The Board shall appoint a Nominating Committee consisting of not less than three directors. The Committee shall recommend to the Board the names of persons to be nominated for election as directors and officers of the Chapter.
- 3.5 **COMMITTEE MEETINGS; MISCELLANEOUS.** The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board shall apply to committees of directors and their members as well.

ARTICLE IV

OFFICERS

- 4.1 **OFFICERS.** The officers of the Chapter shall be a Chairperson of the Board, Vice-Chairperson, Secretary, Treasurer, and, in the discretion of the Board, such other officers as may be deemed necessary or advisable to carry on the business of the Chapter. Any two or more offices may be held by the same person. Any director shall be eligible to be elected as an officer.
- 4.2 **ELECTION; TERM.** The Officers shall be elected by the members at the annual meeting of the members. Officers shall hold office, unless sooner removed, for two-year terms, subject their remaining a director for the entire period. The Chairperson and Secretary of the Board shall be elected in odd numbered years. The Vice Chairperson and Treasurer of the Board shall be elected in even numbered years. Any officer may resign at any time upon written notice to the Board, and such resignation shall be effective when notice is delivered, unless the notice specifies a later effective date.
- 4.3 **REMOVAL AND VACANCY OF OFFICERS.** The Board may remove any officer at any time, for just cause. The Board may fill any vacancy due to an officer's removal or resignation. The new officer shall serve the balance of the former officer's term.
- 4.4 **DUTIES OF THE CHAIRPERSON.** The Chairperson shall preside at all meetings of the members, Board and Executive Committee. They shall have general supervision of the business of the Association. The Chairperson shall be the primary spokesperson and contact with the National VPPPA and OSHA for the Association. They shall see that all orders and resolutions of the Board are carried into effect.
- 4.5 **DUTIES OF THE VICE CHAIRPERSON.** The Vice Chairperson shall have all the powers and perform all the duties of the Chairperson in the absence or incapacity of the Chairperson. In addition, they shall perform such duties as may be assigned to them by the Board.
- 4.6 **DUTIES OF THE SECRETARY.** The Secretary shall have the duty to see that a record of the proceedings of each meeting of the members and the Board is properly recorded and that notices of all such meetings are duly given in accordance with the provisions of these Bylaws or as required by law; in general, they shall perform all duties incident to the office of Secretary of a corporation, and such other duties as, from time to time, may be assigned to them by the Board, or as may be required by law.
- 4.7 **DUTIES OF THE TREASURER.** The Treasurer shall have responsibility to ensure financial integrity of the Chapter and that appropriate records are kept for all financial transactions of the Chapter. They shall render to the Board whenever requested the financial condition of the Region IV VPPPA, Inc. In addition, they shall perform such duties as may be assigned to them by the Board.
- 4.8 **DUTIES OF OTHER OFFICERS.** The other officers of the Chapter shall have such authority and perform such duties as shall be prescribed by the Board or by officers authorized by the Board to appoint them to their respective offices. To the extent that such duties are not so stated, such officers shall have such authority and perform the duties which generally pertain to their respective offices, subject to the control of the Board.

ARTICLE V MISCELLANEOUS PROVISIONS

- 5.1 **FISCAL YEAR.** The fiscal year of the Chapter shall be determined in the discretion of the Board, but in absence of any such determination it shall be the calendar year.

- 5.2 **FUTURE BYLAWS CHANGE BY NATIONAL VOLUNTARY PROTECTION PROGRAMS PARTICIPANTS' ASSOCIATION.** When the National VPPPA Bylaws are properly amended in accordance with the provisions set forth in Section 5.3 of the National VPPPA Bylaws, these Bylaws will be automatically amended accordingly, unless the process set forth in Section 5.3 below is followed to reject any such amendment.
- 5.3 **AMENDMENTS.** These Bylaws may be amended or repealed, and new Bylaws may be made, or Bylaws amended by the National VPPPA may be rejected, at any regular or special meeting of the Board with final approval by the membership.

Dated: _____
Effective date 03-24-03

Secretary