

VOLUNTARY PROTECTION PROGRAMS PARTICIPANTS' ASSOCIATION, INC.

REGION VII

BY-LAWS

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**ARTICLE I
PURPOSE**

- 1.1 **Chapter purpose.** The purpose of the Voluntary Protection Programs Participants' Association, Inc. (VPPPA) Region VII (herein after referred to as the "Chapter") is to be a leader in safety and health and environmental excellence through cooperation among communities, workers, industries and governments. This includes educating industry within the Chapter's geographical area (Iowa, Kansas, Missouri and Nebraska) about the Occupational Safety and Health Administration (OSHA) Voluntary Protection Programs (VPP), created in response to § 2(b) of the Occupational Safety and Health Act of 1970, 29 U.S.C. 651 et. seq. and other voluntary governmental efforts to improve workers' safety and health and environment.

**ARTICLE II
MEMBERSHIP**

- 2.1 **Membership.** Membership shall be limited to those categories listed below within Region VII that are in good standing. "Good standing" is defined as: wherein dues as set by the National VPPPA Board (or as waived by the National VPPPA Board) have been paid for the current year and members are in compliance with National and Chapter VPPPA By-laws. The Board reserves the right to deny or terminate membership to any entity which, in the sole discretion of the Board, would not further the best interests of the Association. When a full 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 By-laws.
- 2.1.1 **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 § 2.7), and serve as a Director or Officer of the Board.

- 2.1.2 **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, nor serve as a Director or Officer of the Board.
- 2.1.3 **Corporate membership** shall 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. The only exception is Board members (Director or Officer) shall be eligible to vote at meetings of the membership. In addition, the corporate location must be within Region VII in order for a person to participate as a Director or Officer of the Board.
- 2.1.4 **International Associate membership** shall include a worksite outside of the United States and its territories pursuing the elements of VPP or a similar occupational safety and health excellence program. International Associate members shall strive to improve workplace safety and health through programs provided by VPPPA such as exchanges, networking, conferences, and specialized training. International Associate membership is intended to mutually benefit both international and national members of the Chapter. International Associate members may not vote at meetings of the membership, nor serve as a Director or Officer of the Board.
- 2.1.5 **Honorary lifetime membership** shall 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, nor serve as a Director or Officer of the Board.

- 2.1.6 **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, nor serve as a Director or Officer of the Board.
- 2.1.7 **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, nor serve as a Director or Officer of the Board.
- 2.1.8 **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, nor serve as a Director or Officer of the Board.
- 2.1.9 **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 III
BOARD OFFICERS AND DIRECTORS**

- 3.1 **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.
- 3.2 **Officers.** The Officers of the Chapter shall be a Chairperson of the Board, Vice-Chairperson, Secretary / Historian, 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 Director shall be eligible to be elected as an Officer.
- 3.3 **Election; term.** The Officers shall be elected by the members at the annual meeting of the membership. Officers shall hold office, unless sooner removed, for two-year terms. The Chairperson and Treasurer of the Board shall be elected in even numbered years. The Vice Chairperson and Secretary / Historian of the Board shall be elected in odd 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.
- 3.4 **Duties of the Chairperson.** The Chairperson shall preside at all meetings of the membership, Board and Executive Committee. They shall have general supervision of the business of the Association. The Chairperson shall be the primary spokesperson and point-of-contact with the National VPPPA and OSHA for the Chapter. They shall see that all orders and resolutions of the Board are carried into effect.
- 3.5 **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.
- 3.6 **Duties of the Secretary / Historian.** The Secretary / Historian shall have the duty to see that a record of the proceedings of each meeting of the membership and the Board is properly recorded and that notices of all such meetings are duly

given in accordance with the provisions of these By-laws or as required by law; along with the timely distribution of such recordings and action items as set forth by the Board. They may affix the corporate seal to all official documents, the execution of which is duly authorized with the corporate seal and signature, and when so affixed may attest the same; and, 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 these by-laws or by law.

3.7 **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 Chapter. In addition, they shall perform such duties as may be assigned to them by the Board.

3.8 **Duties of Directors.** The Directors 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.

3.9 **Officer and Director obligation.** Officers and directors of the Chapter, and their immediate family members, are not eligible for scholarships, gifts, rewards, prize drawings or similar give-aways for programs or events that are sponsored, funded, subsidized, promoted, managed or supervised by the Chapter, such as the Region VII scholarship program, conference and networking meetings and other similar programs and events.

3.10 **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 (herein after referred to as "labor representative") of VPPPA member organizations. Only one of these two reserved positions shall be held by a labor representative from a site with a collective bargaining agreement (herein after referred to as "CBA"). The other

labor representative shall be from a site without a CBA. One additional Board position shall be reserved for an individual representing a contractor / construction company that has at least one site participating in the VPP, that site being a full member site. These reservations are in no way a limitation upon the number of positions on the Board which may be held by hourly or non-exempt salaried employees or individuals from contractor / construction sites. Each Director shall hold office for a two-year term or until his / her resignation, removal or until a successor is elected. Ex-Officio Directors are appointed and shall hold office until his / her resignation, removal or until a successor is appointed. The labor representative from a site with a CBA, the contractor / construction representative, and even-numbered Directors-at-Large shall be elected in even numbered years. The labor representative from a site without a CBA, and odd-numbered Directors-at-Large shall be elected in odd numbered years. A current Director is allowed to run for another position and must resign the position currently held prior to the election. The former position will then be filled by appointment by the Board, until the election fills the vacant Director position.

3.11 **Qualifications to be elected, appointed or to serve on the Board.** To be nominated, elected, appointed, or to serve as a member of the Chapter Board, an individual must be considered a Full or Corporate member in good standing. 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.

3.11.1 **Officer qualifications.** In addition to the qualifications stated in §3.11, Officer candidates must submit to a background check compliant with the Fair Credit Reporting Act (FCRA) to evaluate the candidate for the sole purpose of determining their ability to honestly and ethically serve the Chapter as an officer of the Board.

3.12 **Election.** Except as provided in § 3.9, 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.

- 3.13 **Removal and vacancies of Officers and Directors.** The Board or the membership may remove one or more Officers or Directors for just cause. Unless the Articles of Incorporation require a greater vote, an Officer or 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 Officers or Directors.
- 3.13.1 An Officer or Director may be removed by the membership 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 Officer or Director.
- 3.13.2 The Board may remove an Officer or Director at any time.
- 3.13.3 An incumbent Officer or Director who no longer meets the eligibility requirements for serving as an Officer or Director is expected to submit their resignation to the Board to be effective within sixty (60) days from the first date of ineligibility. In the absence of such resignation, the Board, at a regular board meeting, may remove such ineligible Officer or Director. All other removal of Officers or Directors shall be accomplished by the members as described above.
- 3.13.4 A vacancy on the Board, including a vacancy resulting from the removal of an Officer or Director or an increase in the number of Directors, may be filled by the membership, 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.
- 3.13.5 The new Director or Officer shall serve the balance of the former Director's or Officer's term.

ARTICLE IV MEETINGS

- 4.1 **Annual and regular board meetings.** An annual meeting of the Board, which shall be considered a regular meeting, shall be held immediately prior to or following each annual meeting of the membership, 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. Closed Board meetings are limited to the Board. Any other attendees will be by invitation only. Regular and closed meetings shall be held at such locations, dates and times as the Chairperson or Board shall designate from time to time.

4.2 **Annual meeting of membership.** Meetings of members of the Chapter shall be held at such locations within the Chapter's geographical area, dates and times as designated by the Chapter Board of Directors (herein after referred to as the "Board") 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.

4.2.1 **Annual meeting notification.** The notification of the annual meeting of the membership shall be made by the Board at least 12 months in advance of said meeting.

4.3 **Substitute annual membership meeting.** If an annual meeting of the membership is not held during the period designated in these By-laws, 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.

4.4 **Meeting organization and order of business.** The Chairperson of the Board (herein after referred to as the "Chairperson") shall serve as Chairperson at all meetings of the membership. In the Chairperson's absence, the Vice Chairperson shall act as Chairperson. The Secretary / Historian of the Chapter shall act as Secretary / Historian at all meetings of the membership. In the Secretary / Historian's absence, the Chairperson of the meeting may appoint any person to act as Secretary / Historian 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, using Robert's Rules of Order for general guidance and meeting conduct.

4.5 **Special membership 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 membership may be conducted at the meeting.

4.6 **Notification of special meetings.** Written notice stating the location, date and time of any special meeting of the membership and, 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 by law. The notice shall be delivered either personally or by first class mail, telephone or other form of wire or wireless communication to each member as their address appears in the Chapter records.

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 location, date and time, notice need not be given if the new location, date and time is announced at the meeting before adjournment.

4.6.1 **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 location, date and time of the meeting and state the purpose for which it is called.

4.7 **Special board 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 locations, dates and times within Region VII as the person or persons calling the meetings shall designate.

4.8 **Waiver of notice; attendance at meeting.** A Director may waive any notice required by law, the Articles of Incorporation, or these By-laws 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.

4.9 **Meeting participation.** The Board will hold regularly scheduled meetings or a special meeting(s). These meetings may be held through the use of alternative means of communication by which all Directors participating may simultaneously communicate with each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

4.10 **Action without meeting.** Action required or permitted to be taken at a meeting of the membership, or the Board, may be taken without a meeting if the action is taken by all members entitled to vote on the action, or all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed all members entitled to vote, or 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 all members unanimous written consents are in the possession of

the Chapter, or when the last Director signs or e-mails 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 member or Director. 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.

- 4.11 **Quorum and voting requirements for membership and board of directors.**
- 4.11.1 Unless otherwise required by law, at least 10 percent of full members (a majority of the votes entitled to be cast on a matter), or a majority of the Board (Officers and Directors), constitutes a quorum for action on that matter.
- 4.11.2 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.
- 4.11.3 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.
- 4.11.4 Less than a quorum may adjourn a meeting.
- 4.11.5 Each Chapter member site shall have two votes, one from a management representative and one from a labor representative.
- 4.11.6 Proxy voting is not permitted for any matter. Each Chapter member must be from the site they are representing in order to participate in the voting process.

ARTICLE V COMMITTEES

- 5.1 **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 By-laws, 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 § 2.7 of these By-laws.
- 5.2 **Authority of committees.** To the extent specified by the Board, each committee

may exercise the authority of the Board.

5.3 **Executive committee.** The Board may appoint an Executive Committee, consisting of the Chairperson, Vice Chairperson, Secretary / Historian, Treasurer, Labor Representative from a Site with a CBA, and Labor Representative from a Site without a CBA. 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 § 4.2.

5.4 **Nominating committee.** The Board shall appoint a Nominating Committee consisting of not less than three Directors. The Committee shall review all nominations for Chapter Board elections and appointments and submit the names of eligible nominees to the Board.

ARTICLE VI MISCELLANEOUS

6.1 Corporate seal. The corporate seal of the chapter shall be circular, with the Chapter's geographical area emblazoned upon a blue field, and shall have inscribed thereon, within the circumference "VPP Region VII".

6.2 **Fiscal year.** The fiscal year of the Chapter shall be the 12-month period from July 1 to June 30.

6.3 Specific policies intended to supplement the Chapter By-laws and provide detail to the business operations of the Chapter may be developed and amended with approval of the Chapter Board. Chapter membership approval for the development or amendment of Chapter Policies is not required. The following Chapter policies exist and may be accessed through the Chapter website.

6.3.1 Finance Policy.

6.3.2 Nomination, Election & Appointment Policy.

6.4 **Future By-Laws change by National Voluntary Protection Program Participants' Association.** When the National VPPPA By-laws are properly amended in accordance with the provisions set forth in § 5.3 of the National VPPPA By-laws, these By-laws will be automatically amended accordingly,

unless the process set forth in § 6.5 below is followed to reject any such amendment.

6.5 **Amendments.** These By-laws may be amended or repealed, and new By-laws may be made, or By-laws amended by the National VPPPA may be rejected, at any regular or special meeting of the Board with final vote approving such amendments by the Chapter's full membership.

Chairperson Mike Murphy	Vice Chairperson Bill Turner
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Treasurer Cody Patton	Secretary / Historian Alicia Hardacre
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Approval Date: March 19, 2015