

# **BYLAWS OF THE REGION II CHAPTER OF THE VOLUNTARY PROTECTION PROGRAMS PARTICIPANTS ASSOCIATION, INC.**

## **Article I Meeting of Membership**

### **1.1. Place and Time of Meetings**

Meetings of General Membership of Region II Chapter of the Voluntary Protection Programs Participants' Association, Inc. (the "Chapter") shall be held at the Regional and National VPPPA Conferences. The Board of Directors shall be responsible for general planning of the meeting.

### **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. The Secretary of the Chapter shall act as secretary at all Meetings of the Membership. In the event the Secretary is not present, the Chairperson of the meeting may appoint any person to act as the secretary of the meeting.

The Chairperson shall have the authority to make such rules and regulations, to establish such procedures, and to take steps as he/she may deem 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 the annual Regional VPPPA Conference, or as designated by the Board of Directors.

### **1.4. Quarterly Meetings**

In addition to the annual meeting, quarterly meetings of the Chapter shall be held to conduct chapter business, promote the VPP concept, and/or present programs to enhance the accident/prevention efforts of the members. The annual meeting shall also serve as a quarterly meeting.

### **1.5. Special Meetings**

Only the Chairperson or a majority of the Board of Directors may call special meetings of the Membership. Only business within the purpose or purposes described in the notice of a special meeting of the Membership may be conducted at the meeting.

### **1.6. Notice of Meetings**

Written notice stating the place, day and hour of each meeting of the General 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 by these by-laws), either personally, or by mail, email, telephone, telegraph, teletype, telecopy, posted on the Chapter's website, or other forms 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 mail with postage thereon prepaid, addressed to the member at his/her address as it appears on the books of the Chapter. If given in any other manner, such notice shall be deemed effective when (1) given personally or by phone, (2) sent by email, telegraph, teletype, telecopy, or other form of wire or wireless communication, (3) given to a private courier to be delivered, or posted on the Chapter's website.

If any 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.

**Note: Needs to be posted on Region 2 Website.**

#### 1.7. Quorum and Voting Requirements

Unless otherwise required by law, 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 law requires a greater number of affirmative votes. **Directors shall be elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present.** Each chapter member shall have two votes, one from a management representative and one from a labor representative. Proxy voting is not permitted for any matter. **Each OSHA or DOE approved site in Region 2 that is a member in good standing with the National Voluntary Protection Programs Participants Association (VPPPA) is considered a voting member of the Region.**

**Note: Dues must be current.**

#### 1.8. Membership

Membership is limited to those categories listed below, and members shall be in good standing. "Good standing" is defined as: wherein dues as set by the National Board or as waived by the National Board) have been paid for the current year and members are in compliance with VPPPA standards and Bylaws. The Board reserves the right to deny or terminate membership to any entity that, in sole discretion of the Board, would not further the best interests of the Association. 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 exercised of any power the entity may have under the Bylaws.

FULL MEMBERSHIP shall be limited to any interested worksite or corporate office employee located in Region II 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 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 currently in the Region II VPP. Educational institutions may qualify for Associate membership by cooperatively working with governmental agencies to improve worker safety and health. Associate members may not vote at meetings of the membership.

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 Region II VPP worksite. Corporate members may not vote at meetings of the membership.

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 governmental agencies, or while members of the VPPPA.

***Note: Honorary members are not eligible to vote at meetings of the membership, nor hold an office, nor serve as a Director or Officer of the Board.***

AGENCY MEMBERSHIP shall be limited to an 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.

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.

UNION MEMBERSHIP shall be limited to local and international unions that support at least one Region II worksite, 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.

AFFILIATE MEMBERSHIP shall include individuals, companies, and organizations, which provide services and/or 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**

### **Board of Directors**

## 2.1 General Powers

The Chapter shall have a Board of Directors. 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 of Directors, subject to any limitation set forth in the Certificate of Incorporation.

## 2.2 Number and Term

The number of Directors constituting the Board of Directors is at least six and no more than twelve. Of this number, at least two Directors shall be a non-managerial employee of voluntary protection program companies, one from a company with a collective bargaining agreement and one from a company without a collective bargaining agreement. No more than two Directors shall be employed by the same voluntary protection program company during the same term. Each Director's term shall be to be two years. The terms are to be staggered, however, with approximately one-half of the Board of Directors elected at each annual meeting of members of the chapter. Each Director shall hold office until his/her death, resignation, or removal, or until his/her successor is elected/appointed.

## 2.3 Elections

Except as provided in section 2.4 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 may not receive the majority of the votes cast. No individual shall be named or elected as a Director without his/her prior consent.

## 2.4 Removal/Vacancies

The members may remove one or more Directors only with cause. Unless the Certificate of Incorporation requires a greater vote, a director may be removed if the number of votes cast to remove him/her 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 him/her, and the meeting notice must state that the purpose, or one of the purposes of the meeting, is removal of the Director.

A vacancy on the Board of Directors, including a vacancy resulting from the removal of a Director or an increase in the number of Directors, may be filled by (1) the members, (2) the Board of Directors, or (3) the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors, and may, in case of the 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.

## 2.5 Annual and Regular Meetings

An annual meeting of the Board of Directors, which shall be considered a regular meeting, shall be held immediately prior to each annual meeting of the General Membership, for the purpose of carrying on such business as may properly come before the meeting. The Board of Directors may also schedule additional meetings that shall be considered regular meetings. Regular meetings shall

be held at such times and at such places as the Chairperson or the Board of Directors shall designate from time to time.

## 2.6 Special Meetings

Special meetings of the Board of Directors 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 as the person or persons calling the meetings shall designate.

## 2.7 Notice of Meetings

No notice need be given to the General Membership of regular meetings of the Board of Directors. Notices of meetings of the Board of Directors shall be given to each Director in person or delivered to his residence or business address (or such other place as he may have directed in writing), not less than twenty-four (24) hours before the meeting by mail, e-mail, messenger, telecopy, telegraph, or other means of written communication or by telephoning such notice to him/her. Any such notice shall be set forth the time and place of the meeting and state the purpose for which it is called.

## 2.8 Waiver of Notice, Attendance at Meeting

A Director may waive any notice required by law, the Certificate 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 his/her of the meeting unless the Director at the beginning of the meeting promptly upon his/her 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.

## 2.9 Quorum, Voting

A majority of the number of Directors fixed in these bylaws shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. If a quorum is present when the vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors.

## 2.10 Telephonic Meeting

The Board of Directors 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 at the meeting.

## 2.11 Action Without Meeting

Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken **all** Members of the Board of Directors. 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 is taken, and included in 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 dated specified therein, provided, however, that such date is after the date of execution by each Director.

## **Article III Committees**

### **3.1 Committees**

The Board of Directors may create one or more committees and appoint Members of the Board of Directors, Trustees, or the General Membership 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 of Directors. 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 2.12 of these bylaws.

### **3.2 Authority of Committees**

To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors.

### **3.3 Executive Committee**

There shall be an Executive Committee of the Board of Directors. The Executive Committee shall act as the Officers of the Chapter. The Executive Committee shall consist of the Chapter Chair, Vice Chair, Secretary and Treasurer.

### **3.4 Nominating Committee**

The Board of Directors shall appoint a Nominating Committee consisting of no less than three Directors. The Nominating Committee shall recommend to the Board of Directors, and to the General Membership at the annual meeting, the names of persons to be nominated as directors and officers of the Chapter.

### **3.5 Committee Meetings – Miscellaneous**

The provision of these bylaws that govern meetings, action without meetings, notice and waiver of the notice and quorum and voting requirements of the Board of Directors shall apply to committees as well.

## **Article IV**

### **Officers**

#### **4.1 Officers**

The Officers of the Chapter shall be the Chapter Chairperson, Vice Chairperson, Secretary, and Treasurer. Any director or full member shall be eligible to be elected as an officer.

#### **4.2 Election, Term**

The Officers shall be elected by the General Membership at the annual meeting of the General Membership. Officers shall hold office, unless sooner removed, for two-year terms, subject to their remaining a Member for the entire period. If a Director leaves the employ of a member company, they shall be allowed to continue to serve for a period of 90 days. If after the 90-day period they are not re-employed at a member company, they shall be allowed to complete the remainder of their term at the discretion of the Board of Directors. The Chairperson of the Board of Directors and the Treasurer shall be elected in even numbered years. The Vice Chairperson and Secretary shall be elected in odd numbered years. Any Officer may resign at any time upon written notice to the Board of Directors, and such resignation shall be effective when notice is delivered, unless the notice specified a later effective date.

#### **4.3 Duties of the Chairperson**

The Chairperson shall be the Chief Executive officer of the Chapter. He/she shall have general charge of, and be charged with the duty of supervision of the business of the Chapter, and shall perform such duties as may, from time to time, be assigned to him/her by the Board of Directors. The Chairperson shall be the primary contact of the Chapter with the National Voluntary Protection Programs Participants' Association and with OSHA.

#### **4.4 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.

#### **4.5 Duties of the Secretary**

The Secretary shall have the duty to see that the record of the proceedings of each meeting of the General Membership and the Board of Directors, and any committee of the Board of Directors is properly recorded, and that notices of such meetings are duly given in accordance with the provisions of these bylaws or as required by law; he/she may affix the corporate seal to any document, the execution of which is duly authorized, and when so affixed, may attest the same, and in general, he/she 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 him/her by the Board of Directors, or may be required by law.



#### 4.6 Duties of the Treasurer

The Treasurer shall have charge of and be responsible for all securities, funds, receipts, and disbursements of the chapter, and shall deposit or cause to be deposited, in the name of the Chapter, all moneys or valuable effects in such banks, trust companies, or other depositories as shall, from time to time, be selected by or under authority granted by the Board of Directors; he/she shall be custodian of the financial records of the Chapter, he/she shall keep or cause to be kept full and accurate records of all receipts and disbursements of the Chapter and shall render to the Board of Directors, whenever requested, an account of the financial condition of the Chapter. In addition, he/she shall perform such duties as may be assigned to him/her by Board of Directors.

#### 4.7 Duties of Director at Large

The other officers of the Chapter shall have such authority and perform such duties as shall be prescribed by the membership. To the extent that such duties are not so stated, such officers shall have such authority and perform duties which generally pertain to their respected offices, subject to the control of the Board of Directors.

***Note: Directors at large are elected by the membership and have voting rights on the Board of Directors.***

#### 4.8 Duties of Trustees

The Trustees of the Chapter shall have such authority and perform such duties as shall be prescribed by the Board of Directors.

***Note: Trustees are nominated by the Board of Directors and have no voting rights. They serve at the pleasure of the board.***

## **Article V**

### **Miscellaneous Provisions**

#### 5.1 Corporate Seal

The corporate seal of the Chapter shall be circular and shall have inscribed thereon, within and around the circumference "REGION II CHAPTER, VPPPA, INC." In the center shall be the word "SEAL".

#### 5.2 Fiscal Year

The fiscal year of the chapter shall be the calendar year.

#### 5.3 Annual Report

The Board of Directors shall present at the annual meeting of the General Membership the annual report required by section 519 of the Non-for-Profit Corporation Law of the State of New York.

#### 5.4 Amendments

These bylaws may be amended or repealed, and new bylaws may be made, at any regular or special meeting of the Board of Directors or the General Membership. Bylaws made by the Board of Directors may be repealed or changed, and new bylaws may be made by the members, and the members may prescribe that any bylaw made by them shall not be altered, amended, or repealed by the Board of Directors.

#### 5.5 Annual Financial Audit

The Board of Directors shall appoint a Committee to conduct an internal audit of the Chapter's financial records annually. The Senior Director appointed to the Committee shall be responsible for preparation of a written report of their findings and submit the report to the Chair within 30 days of the audit.

The Board of Directors shall engage an outside, independent Certified Public Accountant to audit the financial records of the Chapter, with a written report submitted to the Chair.