REGION X CHAPTER OF THE VOLUNTARY PROTECTION PROGRAM PARTICIPANTS ASSOCIATION, INC. BYLAWS



TABLE OF CONTENTS

	Page
1.0 ARTICLE I MEMBERSHIP	4
1.1.1 Full Membership	4
1.1.2Associated Membership	4
1.1.3 Corporate Membership	5
1.1.4 International Associated Membership	5
1.1.5 Honorary Lifetime Membership	5
1.1.6 Agency Membership	5
1.1.7 Non-Profit Organization (NPO) Membership	5
1.1.8 Union Membership	6
1.1.9 Affiliate Membership	6
2.0 ARTICLE II OFFICERS AND DIRECTORS	6
2.1 General Powers	6
2.2 Board Officers and Directors	6
2.3 Election Term	6
2.4 Duties of the Chairperson	6
2.5 Duties of the Vice Chairperson	7
2.6 Duties of the Secretary	7
2.7 Duties of the Treasurer	7
2.8 Duties of the Directors	7
2.9 Advisors to the Board	8
2.10 Liaisons to the Board	8
2.11 Numbers and Terms	8
2.12 Qualifications to be Elected, Appointed, or to Serve on the Board	9
2.13 Election	9
2.14 Removal and Vacancies of Officers and Directors	10
3.0 ARTICLE III MEETINGS	10
3.1 Annual and Regular Board Meetings	10
3.2 Annual Meeting of the Membership	10
3.3 Annual Meeting Notification	11
3.4 Substitute Annual Membership Meeting	11
3.5 Meeting Organization and Order of Business	11
3.6 Special Membership Meetings	11
3.7 Notification of Special Meetings	11
3.8 Special Board Meetings 3.9 Waiver of Notice: Attendance at Meetings	12 12
3.10 Meeting Participation	12
3.11 Action without a Meeting	12
3.12 Financing of Meetings	12
3.12 Quorum and Voting Requirements for Members and Board	12
vite Xusi uni unu i viing requirements for members and Duard	10

4.0 ARTICLE IV COMMITTEES	14
5.0 ARTICLE V MISCELLANOUS	
5.1 Region X Logo	15
5.2 Fiscal Year	15
5.2 Amendments	15
6.0 REFERENCES	15
6.1 Certificate of Incorporation (1996)	15
6.2 Articles of Amendment	15
6.3 Roberts Rules of Order (2006)	15

ADDITIONAL DUTIES-	(not required as part of bylaws)	16
---------------------------	----------------------------------	----

Abbreviations and Acronyms

BOD	-Board of Directors
DOE	-Department of Energy
FY	-Fiscal Year
NPO	Non-Profit Organization Membership
OSHA	-Occupational Safety & Health Administration
	Safety & Health Achievement Recognition Program
	-Voluntary Protection Program
	-Voluntary Protection Program Participants Association

PURPOSE AND VISION STATEMENT: To be a leader in health, safety, and environmental excellence through cooperation among communities, workers, industries and government.

REGION X CHAPTER VOLUNTARY PROTECTION PROGRAM PARTICIPANTS' ASSOCIATION BYLAWS

1.0 Article I – MEMBERSHIP:

1.1 Membership is limited to those categories listed below that are in good standing.

"Good standing" is defined as:

- Wherein dues as set by the National Voluntary Protection Participants Association (VPPPA) Board of Directors have been paid for the current year and
- Members are in compliance with VPPPA standards and Bylaws.

Note: The National VPPPA Board of Directors 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 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.

- 1.1.1 <u>FULL MEMBERSHIP</u> in the VPPPA shall be limited to any interested worksite that has gained acceptance into, and is currently approved for, any of the DOE, Federal OSHA or Federal 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 management and one representing labor) may vote at meetings of the membership and serve as a Director or Officer of the Board.
- 1.1.2 <u>ASSOCIATED MEMBERSHIP</u> 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 worksites that are in the VPP. Educational institutions may qualify for association 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.

- 1.1.3 <u>CORPORATE MEMBERSHIP</u> 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 the meetings of the membership, but are eligible to serve as a Director or Officer of the Board.
- 1.1.4 <u>INTERNATIONAL ASSOCIATE MEMBERSHIP</u> 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 will strive to improve workplace safety and health through programs provided by the VPPPA through such exchanges, networking, conferences, and specialized training. International Associate Membership is intended to mutually benefit International, National and Regional members of the VPPPA and their affiliate organizations. International Associate Members may not vote at meetings of the membership, nor serve as a Director or Officer of the Board.
- 1.1.5 <u>HONORARY LIFETIME MEMBERSHIP</u> 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 VPPPA, either while working with OSHA, other government agencies, or while members of the VPPPA. Honorary members are not eligible to vote at meeting of the membership, nor hold an office, nor serve as a Director or Officer of the Board.
- 1.1.6 <u>AGENCY MEMBERSHIP</u> 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 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 meeting of the membership, nor serve as a Director or Officer of the Board. When the term Agency or Agency membership is used it also includes State Plan States (OR-OSHA, DOSH, and AK-OSH).
- 1.1.7 <u>NON-PROFIT ORGANIZATION (NPO) MEMBERSHIP</u> shall be limited to the office of 501 (c) (3) or (6) organizations. NPO members may not vote at the meetings of the membership, nor serve as a Director or Officer of the Board.

- 1.1.8 <u>UNION MEMBERSHIP</u> 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 a representative from this category, may not vote at meetings of the membership, nor serve as a Director or Officer of the Board.
- 1.1.9 <u>AFFILIATE MEMBERSHIP</u> 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 the meetings of the membership, nor serve as a Director or Office of the Board.

2.0 Article II – Board Officers and Directors

- 2.1 <u>GENERAL POWERS</u>. The Chapter shall have a Board of Directors. All corporate powers shall be exercised by the authority of, and the business and affairs of the Region X VPPPA Inc. managed under the direction of, its Board, subject to any limitation set forth in the Articles of Incorporation
- 2.2 <u>OFFICERS</u>. The officers of the Region X shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer, and, at the discretion of the Board, other officers as may be deemed necessary or advisable to carry on the business of the Region.
- 2.3 <u>ELECTION; TERM</u>. The Officers/Directors shall be elected by the members at the annual meeting of the membership. Officers/Directors shall hold office, unless sooner removed, for two-year terms, subject their remaining an Officer/Director for the entire period. Officers/Directors rotating for election shall be as follows: (Even years) Chairperson, Labor Representative Non-Bargaining, and 1st Director at Large, and 2nd Director at Large. (Odd years): Vice Chairperson, Secretary, Treasurer, Labor Representative Bargaining, and 3rd Director at Large. Any Officer/Director 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.
- 2.4 <u>DUTIES OF THE CHAIRPERSON</u>. The Chairperson shall preside at all meetings of the membership, Conference Planning and Board of Directors. They shall have general supervision of the business of the Region X VPPPA. The Chairperson shall be the primary spokesperson and be in contact with the National VPPPA, Occupational Safety & Health Administration, along with other government agencies on all matters related to Region X. They shall see that all orders and resolutions of the Board are carried into effect. They or their designee will attend National VPPPA Board meetings as a non-voting representative of Region X.

- 2.5 <u>DUTIES OF THE VICE CHAIRPERSON</u>. The Vice Chairperson shall have all the powers and perform all the duties of the Chairperson in the absence or incapacity of the Chairperson. They will assist the Chairperson in the coordination and conduct of all meetings, keep the Chairperson abreast of changes of happenings within the Association and coordinate sub-committee activities and assist as necessary. In addition, they shall perform such duties as may be assigned to them by the Board.
- 2.6 <u>DUTIES OF THE SECRETARY</u>. The Secretary shall have the duty to see that a record of the proceedings of each meeting of the membership, conference planning committee and BOD are properly recorded and that notices of all such meetings are duly given in accordance with the provisions of these Bylaws; along with the timely distribution of such minutes and action items as set forth by the BOD (30 days of said meetings). They will affix the Region X logo to all official documents, the execution of which is duly authorized with the Region X logo 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 Bylaws.
- 2.7 <u>DUTIES OF THE TREASURER</u>. The Treasurer shall have responsibility to ensure financial integrity of the Association and that appropriate records are kept for all financial transactions of the Association. They shall render to the Board whenever requested the financial condition of the Region X VPPPA. They will make all payments for expenses incurred by the association in conduct of its annual meeting, or any other expenses approved by the Board of Directors. They will be responsible for mailing lists, recognition and awards, and prepare conference scholarship and thank you letters for signing. They will also serve on the Conference Planning Committee. In addition, they shall perform such duties as may be assigned to them by the Board.

*Note: <u>Vacancy of the Treasurer Position</u>: In the event a vacancy occurs, the Region X Chairperson will have full authority to conduct the business of the Treasurer until such time a replacement is endorsed to fulfill the position. The Treasurer may delegate positional authority to the Region X Chairperson to make purchases with Region X VPPPA checks or debit card in the event of their absence.

- 2.8 <u>DUTIES OF DIRECTORS</u>. The Directors of Region X shall have authority and perform such duties as 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. *Note: The Director at Large who is not running for re-election will be the Nominations Chairperson and will solicited nominations for Officers/Directors and confirm with the nominee that he or she consents to the nomination.
 - Union Representative Will act as the Point of Contact for Vendors for the Annual Association Meeting, serve on National Labor Management

Committee, and other duties as assigned by the Chairperson or designee, or Board of Directors.

- NON-Union Representative Provide Mentoring, Serve on National VPPPA Mentoring Committee, and other duties as assigned by the Chairperson or designee, or Board of Directors.
- 2nd Director Serve as the liaison for the Golf Tournament other social events, along other duties as assigned by the Chairperson or designee, or Board of Directors.
- Directors will be appointed to serve on National VPPPA committees such as but not limited to: Government Affairs, Labor/Management, Membership, Mentoring and Outreach etc.
- Directors will serve on the conference planning committee.
- 2.9 <u>ADVISORS</u>. The BOD may appoint one or more persons to act as advisors to the BOD. Advisors are leaders in one of the following groups of the Region X VPPPA area:
 - Federal or State Plan State programs within the Occupational Safety and Health Administration (OSHA), (OR-OSHA, DOSH, and AK-OSH).
 - Department of Energy (DOE), or
 - Other Agencies in good standing

This appointment requires 100% concurrence of the BOD to take effect. Duties will be assigned by the Chairperson, or Designee. Advisors may attend and participate in all meetings, conference planning committee and activities of the Board of Directors at the discretion of the Chairperson, but are not allowed voting privileges. The BOD may remove advisor privileges by a quorum vote. An advisor may not speak on behalf of the BOD for any official actions or statements.

- 2.10 <u>LIASIONS</u>. The Board of Directors may appoint one or more persons to act as liaisons to serve on committees. Liaisons must be members of the VPPPA in good standing, they are not allowed voting privileges. Liaisons must be a representative from groups in the Region X VPPPA area:
 - Oregon SHARP Alliance
 - Other professional societies or organizations that directly impact the mission of the BOD.

This appointment requires 100% concurrence of the BOD to take effect. Duties will be assigned by the Chairperson, or Designee. Liaisons may attend and participate in planning meetings or other activities of the BOD at the discretion of the Chairperson. The BOD may remove Liaison privileges by a quorum vote. A Liaison may not speak on behalf of the BOD for any official actions or statements.

The liaison term shall be 1-year that may be renewed annually by the BOD. The BOD may remove support granted to a liaison and transfer to another entity, professional society, or organization by a quorum vote of the BOD. They may not commit the BOD to any actions.

- 2.11 <u>NUMBER AND TERMS</u>. The number of Officers/Directors constituting the Board of Directors is nine. Of this number two positions shall be reserved for hourly and or non-exempt salaried employees of the Region X VPPPA. Only one, of these two reserved positions shall be held by a member of a collective bargaining unit represented by a labor organization. The other representative 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 of Directors which may be held by hourly or non-exempt salaried employees. Each Officer/Directors term is two years, with one half elected at each annual meeting to assist in maintaining continuity. Officers/Directors rotating for election shall be as follows: (Even years): Chairperson, Labor Representative Non-Bargaining, and 1st Director at Large, and 2nd Director at Large. (Odd years): Vice Chairperson, Secretary, Treasurer, Labor Representative Bargaining, and 3rd Director at Large.
- 2.12 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 Region X Board of Directors, an individual must be considered a Full or Corporate member in good standing. Individual's running for the position of Chairperson, Vice Chairperson, or Treasurer shall be bondable. In addition, individuals running for Chairperson, Vice Chairperson or Treasurer must have at least one year of previous Region X Board experience as a Board of Director or in a Board of Director position from another Region or National Board position to qualify for these positions. Individuals running for other offices on the Region X BOD must have must have a minimum of one year's previous active experience as a Regional Chapter Board member, Regional Committee member, or National Board Committee member at the time of said nomination, election, appointment, or tenure on the Board.
 - Active experience shall be considered attending in person or by teleconferencing at least a majority of the scheduled meetings and shall be validated by the Secretary through the minutes of the meetings.

**Each person seeking a Board position shall bear in mind that the position requires a commitment of time and travel expenses on the part of the individual and her/his company. Letters of support and commitment on the part of the individual and company are required. In addition, the individual must agree and sign the election protocols for that particular election year. The election protocols will be developed by the Nominations Committee each election year and shall further describe the election requirements for the venue or the process. The election protocols shall never conflict with the bylaw requirements for election. Election information will be posted on the Region X Web page to allow sufficient time for the members to access and submit to the Nominations Chairperson.

2.13 ELECTION. Except as provided in Section 2.12, Officers/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. In the event of a tie vote, the Nominations Chairperson will extend the voting time to allow additional voting in order to declare a winning candidate at the closing session.

Note: No more than two Officers/Directors employed by the same entity, such as a corporation, shall serve at any one time as a voting member of the Board.

2.14 REMOVAL AND VACANCIES OF OFFICERS AND DIRECTORS.

The members may remove one or more Officers or Directors with 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. An Officer or 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 Officer or Director. 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 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.

A vacancy on the Board, including a vacancy resulting from the removal of an Officer or Director or an increase in the number of Officer or Directors, may be filled by the members, the Board of Directors, or the affirmative vote of a majority of the remaining Officers/Directors though less than a quorum of the Board of Directors, 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 Officer/Director may not take office until the vacancy occurs.

3.0 Article III – MEETINGS

- 3.1 <u>ANNUAL AND REGULAR BOARD MEETINGS</u>. 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. Regular meetings shall be held at such times and at such places as the Chairperson or Board shall designate from time to time.
- 3.2 <u>ANNUAL MEETING OF MEMBERSHIP</u>. The Annual Meeting of the Membership of the Region X Voluntary Protection Program Participants Association shall be held at a place within the geographic area. Such place and time will be provided in the notice of the meeting and accessible to the membership or determined by the BOD. The Chairperson, Vice Chairperson, Secretary, Treasurer, Directors, and Labor

Representatives, will be responsible for the planning and execution of the meeting. The BOD may enlist the assistance of Agency or members in good standing as they deem necessary.

Non-business portions of all annual meetings shall be open to the Occupational Safety and Health Administration (OSHA), Department of Energy (DOE) Agency (State Plan States) who act as advisors to the Region X Chapter and any representatives of companies or agencies involved or interested in the Voluntary Protection Programs.

Closed Board Meetings are limited to the BOD. Any other attendees will be by invitation only

- 3.3 <u>ANNUAL MEETING NOTIFICATION</u>. The notification of the annual meeting of the membership shall be made by the Region X VPPPA Board of Directors at least 18 months in advance of said meeting.
- 3.4 <u>SUBSTITUTE ANNUAL MEMBERSHIP MEETING</u>. 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 practical by the Chairperson or Board of Directors (Board). Any meeting so-called shall be designated and treated for all purposes as the annual meeting.
- 3.5 <u>MEETING ORGANIZATION AND ORDER OF BUSINESS</u>. 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 Region X VPPPA shall act as Secretary of 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 using Robert's Rules of Order for general guidance and meeting conduct.
- 3.6 <u>SPECIAL MEMBERSHIP MEETINGS</u>. 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 the membership may be conducted at the meeting.
- 3.7 <u>NOTIFICATION OF SPECIAL MEETINGS</u>. Written notice stating the place, day, and hour 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. A formal notice will be sent either via E-mail, mail or posted on the Region X VPPPA website, other forms of communication may also be used. 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 VPPPA. If given in any other manner, such notice shall be deemed effective when given personally or by telephone or other form

of electronic communication, or given to a private courier to be delivered. Notice of special meetings of the Board shall be given to each Officer/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.

- 3.8 <u>SPECIAL BOARD MEETINGS</u>. Special meetings of the Board may be called by the Chairperson or a majority of the Officers/Directors of the Region X VPPPA, and shall be held at such times and at such places as the person or persons calling the meetings shall designate.
- 3.9 <u>WAIVER OF NOTICE; ATTENDANCE AT MEETING</u>. An Officer/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 Officer/Director entitled to the notice, and filed with the minutes or corporate records. A Officers/Directors attendance at or participation in a meeting waives any required notice to them of the meeting unless the Officer/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.
- 3.10 <u>MEETING PARTICIPATION</u>. The Board of Directors will hold regularly scheduled meetings or a special meeting. These meetings may be held through the use of, alternative means of communication by which all Officers/Directors participating may simultaneously communicate with each other during the meeting (examples include; teleconferencing and video conferencing). An Officer/Director participating in a meeting by this means is deemed to be present in person at the meeting.
- 3.11 <u>ACTION WITHOUT A MEETING</u>. 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 Officer/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 Officer/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 Officer/Director.
- 3.12 <u>FINANCING OF MEETINGS.</u> All expenses incurred as a result of such meetings shall be paid for by the collection of registration fee from attendees. Monies remaining shall be used to defray the cost of future meetings and Association expenses. At any time should the registration fee not cover the expenses incurred, the membership may be assessed the pro rate share of the deficit. A budget will be established, any expenses outside the planned budget will require BOD approval

before purchases are made. Office supplies, postage, tax audit, bereavement, get well, or shipping costs are examples of doing business and will not require BOD approval.

*Expenses incurred for travel and lodging by Association Officers/Directors shall be the responsibility of the individual or their company and not the Association.

3.13 <u>QUORUM AND VOTING REQUIREMENTS FOR MEMBERSHIP AND BOARD</u> <u>OF DIRECTORS.</u>

- 3.13.1 Unless otherwise required by law, at least 10 percent of full Members (a majority of the votes entitled to be cast on a matter) constitute a quorum for action on that matter.
- 3.13.2 If a quorum exists, action on a matter, other than the election of Officers/Directors, is approved if the votes cast favoring the action exceeds the votes cast opposing the action, unless a greater number of affirmative votes is required by law.
- 3.13.3 Officers/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.
- 3.13.4 Less than a quorum may adjourn a meeting.
- 3.13.5 Each full VPPPA member site shall have two votes, one from a management representative and one from a labor representative.
- 3.13.6 Proxy voting is not permitted for any matter.
- 3.13.7 Unless otherwise required by law, a majority of the Board of Directors (officers and directors) constitutes a quorum for action on any matter.
- 3.13.8 If a quorum exists, action on a matter, other than the election of directors, is approved if the votes cast favoring the action exceeds the votes cast opposing the action, unless a greater number of affirmative votes is required by law.

4.0 Article IV – COMMITTEES

- 4.1 The Board may create one or more committees, sub-committees and appoint VPPPA members in good standing; Advisors, Agency, Liaisons, 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 Officers/Directors required to take action under Section 3.11 of these Bylaws.
- 4.2 To the extent specified by the Board, each committee may exercise the authority of the Board.
- 4.3 The Executive Committee is comprised 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, which committee shall have all of the authority of the Board of Directors except to the extent such authority is limited by the provisions of Section 4.2.
- 4.4 The Nominating Committee shall consist of not less than two persons. The Nominations Chairperson shall review any nominations received and submit the names of eligible persons to the board. The Nominations Chairman can select visiting members of the National VPPPA BOD to participate on the committee during the election increasing the number to three or more.
- 4.5 Officers/Directors will be appointed to serve on National VPPPA committees such as but not limited to: Awards, By-Laws, Education, Government Affairs, Labor/Management, Marketing, Membership, Mentoring and Outreach etc.
- 4.6 Conference Planning Committee: This committee will assist the Officers/Directors in the planning and coordinating of the Annual Meeting of the membership. The committee will be limited to a total of five (5) members who are not part of the BOD or Agency in good standing. Committee responsibilities will include but not limited to: Solicit topics, program priorities from participants and guests for future meetings. Obtain biographical sketches of speakers and introduce each prior to their presentation. Ensure that audio-video aids and equipment are available, operable, and are properly placed for the day's meeting.
 **Each person seeking a position on the Conference Planning Committee shall bear in mind the position requires a commitment of time and travel expenses on the part of

in mind the position requires a commitment of time and travel expenses on the part of the individual and her/his company to attend four planning meetings and the Region X Northwest Safety & Health Summit.

4.7 Additional Region X Committees

Additional Region X Committees with contact information is available on the Region X Web page under Involvement Opportunities.

5.0 Article V – MISCELLANEOUS

5.1 <u>REGION X LOGO</u>. The logo used for Region X shall be approved by the Region X Board of Directors. It will list the established date of 1994. The logo will be attached to all Region X VPPPA documents, presentations, or publications.



- 5.2 <u>FISCAL YEAR</u>. The fiscal year (FY) of the Region X VPPPA shall be determined by the discretion of the Board. The current FY is July 1st through June 30th.
- 5.3 <u>AMENDMENTS</u>. These Bylaws may be amended or repealed, and new Bylaws may be made, at any regular or special meeting of the Board with final vote approving such amendment by full members' sites, as required by Roberts Rules.

6.0 Article VI – REFERENCES

- 6.1 Certificate of Incorporation: State of Idaho March 6, 1996 File Number C-114016
- 6.2 Articles of Amendments: Copy to VPPPA office April 3, 1996
- 6.3 Roberts Rules of Order (2006) Robert M. Henry III

Date Approved by the Board of Directors: 2/22/2016 Approval Vote of the Membership: 5/19/2016 Effective Date: 5/19/2016

Additional Duties-but not limited to the following (these duties can be changed at any time at the discretion of the BOD and do not need to be listed in these bylaws).

The Chairperson or their designee may assign any of the following Region X duties to Officers/Directors based on their skills or availability.

- 1. Activities Chairperson (Golf Tournament, etc.)
- 2. Awards Chairperson
- 3. Bylaws Chairperson
- 4. Communications Chairperson
- 5. Membership Chairperson
- 6. Web page updates
- 7. Bag stuffing
- 8. Banners, signs, postings, reader board etc.
- 9. Facility safety walk-down
- 10. Keynote speaker- pickup at airport, introductions
- 11. Logistics-room temp, sound, computer hookup, audio-video etc.
- 12. National VPPPA Committees
- 13. Photographer
- 14. Reception-tickets, decorations, supplies etc.
- 15. Region X Power Point Presentations
- 16. Raffles, 50/50, Quilt, etc.
- 17. Interaction with Conference Center/Hotel
- 18. Interaction with Oregon OSHA Conference Registration
- 19. Prize Drawings