



**Region IX Chapter
Of the
Voluntary Protection Programs Participants' Association, Inc.
Bylaws
(Approved April 4, 2007, Amended April 20, 2011, March 13, 2018)**

**Article I
Meetings of Membership**

1.0 Place and Time of Meetings

The annual meeting of the VPPPA Region IX Chapter Members shall be held at a place within our geographic area and easily accessible to the membership. The Region IX Board of Directors will be responsible for the planning and execution of the meeting. The annual meeting shall be open to the Occupational Safety and Health Administration (OSHA) and any representatives of companies or other agencies interested or involved in VPP.

2.0 Special Meetings

The Chairperson may call special meetings of the membership. However, their designee, who has been approved by the Board, may discuss business as set forth in the notice of the meeting.

3.0 Organizational and Order of Business

The Chairperson of the Board, or designee approved by the Board, shall serve as Chairperson at all meetings of the membership. **The Secretary of the Chapter, or designee approved by the Board, shall take minutes of all open meetings of the membership.**

4.0 Notice of Meetings

Written notice stating the date, time, place and purpose of the meeting shall be given not less than fifteen (15) days nor more than sixty (60) days before the date of the meeting. The written notice may be delivered by either wire or wireless means. Less than 15 day notice is acceptable if the majority of the board members are in agreement of the date change of the meeting.

If a meeting is adjourned to a different date, time or place, notice is not necessary if the new date, time and place are announced at the meeting before adjournment and is less than thirty (30) days from the original meeting date.

Any officer that does not actively communicate or actively engage in Region IX business, as defined in the by-laws, for a period of 6 months may be removed from the Board for abandonment of position. Removal shall only occur after a special board meeting is called with all board members present (except the officer in question) and all officers vote for removal. A written notice must be sent to the officer and the officer's employer 30 days prior to the special board meeting, followed by a written notice informing them of the results of the vote.

5.0 Voting Membership Requirements

Each OSHA or DOE approved VPP site in Region IX that is a member in good standing with the National Voluntary Protection Programs Participants' Association (VPPPA) is considered a voting member of the Region.

6.0 Quorum and Voting Requirements

Each voting member site shall have two (2) votes, one (1) from a management representative and one (1) from a labor representative. The names of the representatives shall be conveyed to the Region IX Nominating Committee Chairperson at the annual meeting. Only those representatives or their designees present at the meeting are allowed to vote.

Fifty (50) percent of the membership constitutes a quorum. A quorum is necessary for voting to take place. A majority of the vote, fifty percent plus one (50% + 1), is necessary to determine the outcome of the balloting.

7.0 Voting Qualifications

The Board of Directors will determine communication of issues, including these bylaws, which necessitate membership balloting. Communication of issues will be distributed for membership comment through listed site contact persons. Comment deadlines will be documented on all issues requesting comments. The work-site must handle comments as each defines necessary. Comments found prudent by the Officers will be incorporated into the document at hand. The revised document will be voted on at the next meeting of the membership.

Article II **Board or Directors/Officers**

1.0 General Powers

The Chapter shall have a Board of Directors, who also serves as Officers of the Chapter (hereafter, the Board of Directors will be referred to as the Officers). All corporate powers shall be exercised by or under the authority of its Officers, subject to any limitations set forth in the Articles of Incorporation.

2.0 Numbers and Terms

The number of Officers constituting the Board of Directors is ten (10): Chairperson, Vice-Chairperson, Secretary, Treasurer, representative from a site with a collective bargaining unit, representative from a site without a collective bargaining agent, and four (4) Directors at Large. Each Officer's term is two (2) years, with one-half (1/2) the Officers elected at each annual meeting to assist in maintaining continuity.

No more than two (2) Directors employed by the same entity, such as a corporation, shall serve at any one (1) time as voting members of the Board of Directors.

3.0 Nomination and Election

To be nominated, elected, and appointed or to serve as a member of the Region IX VPPPA, an individual must be from a Region IX organization that is a Full, Associate, Corporate or Agency member in good standing with both the National VPPPA and Region IX Chapter.

The Region IX Nominating Committee Chairperson shall solicit nominations for Officers no later than one (1) week prior to the annual meeting. The Chairperson will also confirm with the nominee that he/she consents to the nomination. A letter of support from the nominee's member site is required.

The members at each annual meeting shall elect Officers and those persons who receive the greatest number of votes shall be elected.

4.0 Removal and Vacancies

If the office of any Officer becomes vacant, the remaining officers, though less than a quorum, shall select a successor or successors.

An Officer may be removed only for just cause and only after a meeting is duly called, a quorum is present, and a majority of the members present vote for removal. To be "duly called" written notice must be communicated to each member by wire or wireless means with at least fifteen (15) days notice.

5.0 Annual and Regular Meetings

An annual meeting of the Officers shall be held in conjunction with the annual meeting of the Membership for the purpose of conducting Chapter business.

The Chairperson, or designee, approved by the Board, may call for a closed meeting of the Board of Directors to business as set forth in the notice of the meeting

6.0 Special Meetings

The Chairperson may call special meetings of the Officers, at any time with not less than seven (7) days written notice of the meeting. Written notice may be given by wire or wireless means.

7.0 Teleconferencing

Meetings of the Officers may be conducted through the use of any means of communication by which all Officers may simultaneously hear each other during the meeting.

8.0 Quorum and Voting

A majority of the number of Officers shall constitute a quorum for the transition of business at a meeting of the Officers and an affirmative vote by a majority of those present will carry any voting issue.

9.0 Action Without Meetings

Action normally required or permitted by the Officers may be taken without a meeting, if a majority of Officers agree by written statement.

Article III

Committees

1.0 Committees

Once Region IX is fully functional, the Officers may create sub-committees and appoint members to them to serve as needed.

2.0 Committee Meetings; Miscellaneous

The provisions previously stated for meetings; action without meetings, notice of meetings, notice waiver of notice, and quorum and voting requirements shall apply to sub-committees as well.

Article IV

Responsibilities of Officers

Chairperson (1)

Responsibilities include:

- Initiate and conduct planning sessions for annual regional meetings and representation at national meetings
- Coordinate planning sessions for future meetings
- Maintain general control of meetings
- Be the contact with the National VPPPA and OSHA on all matters relative to the VPPPA
- Attend National VPPPA Board meetings as a non-voting representative of the Region and participate in Chapter Chair meetings or conference calls

Vice-Chairperson (1)

Responsibilities include:

- Act in behalf of the Chairperson in his or her absence
- Assist the Chairperson in the coordination and conduct of all meetings
- Keep the Chairperson abreast of changes or happenings within the VPPPA
- Work with hosting Officers for any special arrangements to ensure meetings are productive and profitable
- Coordinate the activities of the sub-committees and assist the sub-committee Chairpersons as necessary to conduct sub-committee business

Director At Large (4)

Responsibilities include:

- Assist the Chairperson in the coordination and conduct of all meetings
- Keep the Chairperson abreast of changes or happenings within the VPPPA
- Work with hosting Officers for any special arrangements to ensure meetings are productive and profitable
- Coordinate the activities of the sub-committees and assist the sub-committee Chairpersons as necessary to conduct subcommittee business

Secretary (1)

Responsibilities include:

- Maintain a current member site contact list
- Prepare and ensure that minutes of all meetings are prepared and distributed in a timely manner
- Prepare and ensure distribution of all minutes to member site contacts within thirty days (30) of any meeting or teleconference call

Treasurer (1)

Responsibilities include:

- Ensure the collection of all registration fees and that custodial care of VPPPA funds are handled in the proper manner
- Make all payments for expenses incurred by the VPPPA in conduct of its annual meeting, or any other expenses approved by the Officers of the VPPPA
- Establish and maintain a VPPPA interest-bearing checking and/or savings account
- Report to Officers and the National VPPPA on the financial status of the Region IX VPPPA Chapter

Representative from a Site with a Collective Bargaining Agreement (1)

Responsibilities include:

- Assist the Chairperson in the coordination and conduct of all meetings
- Keep the Chairperson abreast of changes or happenings within the VPPPA
- Work with hosting Officers for any special arrangements to ensure meetings are productive and profitable
- Coordinate the activities of the sub-committees and assist the sub-committee Chairpersons as necessary to conduct subcommittee business

Representative from a Site without a Collective Bargaining Agreement (1)

Responsibilities include:

- Assist the Chairperson in the coordination and conduct of all meetings

- Keep the Chairperson abreast of changes or happenings within the VPPPA
- Work with hosting Officers for any special arrangements to ensure meetings are productive and profitable
- Coordinate the activities of the sub-committees and assist the sub-committee Chairpersons as necessary to conduct subcommittee business

7.0 Board Members-All

- Attendance in monthly conference call for region (1hour)
- Preparation for Regional VPPPA Conference (Annual time commitment 16-32 total hours)
- Attendance at Regional Conference-required
- Attendance at National VPPPA Conference-desired