

**NATIONAL
VOLUNTARY PROTECTION PROGRAM PARTICIPANTS’
ASSOCIATION
BYLAWS**

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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 Board (or as waived by the Board) have been paid for the current year and
- Members are in compliance with VPPPA Bylaws.

Note: 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 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 FULL MEMBERSHIP in the VPPPA shall be limited to any interested worksite that has gained acceptance into, and is currently approved for, any of the Federal or Federally-approved State-Plan-State Voluntary Protection Programs and similar voluntary programs of other government agencies (hereafter referred to as VPP). Two representatives of Full Members (one representing management and one representing labor) may vote at meetings of the membership (see voting requirements under section 3.11), and serve as a Director or Officer of the Board.

1.1.2 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 governmental 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** CORPORATE MEMBERSHIP will be limited to any headquarters office of the same company, division, or corporation, which provides guidance and/or support directly to an approved VPP worksite. Corporate members may not vote at meetings of the membership, but are eligible to serve as a Director or Officer of the Board.
- 1.1.4** 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 will 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 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** 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. 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.
- 1.1.6** 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 meeting of the membership, nor serve as a Director or Officer of the Board.
- 1.1.7 NON-PROFIT ORGANIZATION (NPO) MEMBERSHIP shall be limited to the office of 501 ©(3) or (6) organizations. NPO members may not vote at meetings of the membership, nor serve as a Director or Officer of the Board.
- 1.1.8 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.
- 1.1.9 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.

2.0 Article II – BOARD OFFICERS AND DIRECTORS

- 2.1 GENERAL POWERS. The VPPPA shall have a Board of Directors. All corporate powers shall be exercised by the authority of, and the business and affairs of the VPPPA managed under the direction of, its Board, subject to any limitation set forth in the Articles of Incorporation.
- 2.2 OFFICERS. The officers of the VPPPA shall be a Chairperson of the Board, Vice-Chairperson, Secretary, Treasurer, and, in the discretion of the Board, such other officers as may be deemed necessary or advisable to carry on the business of the VPPPA.
- 2.3 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, subject their remaining a director for the entire period. The Chairperson of the Board and 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, and such resignation shall be effective when notice is delivered, unless the notice specifies a later effective date.
- 2.4 DUTIES OF THE CHAIRPERSON. The Chairperson shall preside at all meetings of the membership, Board of Directors, and Executive Committee. They shall have general supervision of the business of the Association. The Chairperson shall be the primary spokesperson for the Association. They shall see that all orders and resolutions of the Board are carried into effect.
- 2.5 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.
- 2.6 DUTIES OF THE SECRETARY. The Secretary shall be responsible for the minutes of the proceedings of each meeting of the membership and Board is

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 Board of Directors. 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 Bylaws.

- 2.7 DUTIES OF THE TREASURER. 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 VPPPA, Inc. In addition, they shall perform such duties as may be assigned to them by the Board.
- 2.8 DUTIES OF DIRECTORS. The directors of the VPPPA 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.
- 2.9 NUMBER AND TERMS. The number of directors constituting the Board of Directors is at least eleven and no more than seventeen. Of this number two positions shall be reserved for hourly and or non-exempt salaried employees of VPPPA member organizations. 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. Two additional Board seats shall be reserved as special designated positions. One of these two reserved positions shall be held by an individual from a full member company that has at least one site participating in the Department of Energy’s VPP (DOE-VPP). (Elected in odd years.) The other 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. (Elected in even years.) This reservation is in no way a limitation upon the number of positions on the Board of Directors which may be held by individuals from DOE-VPP and contractor/construction sites.
- 2.10 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 VPPPA Board of Directors, an individual must be considered a Full or Corporate member in good standing and must have a minimum of one year 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. No

more than two Directors employed by the same entity, such as a corporation, shall serve at any one time as voting members of the Board.

2.11 ELECTION. Except as provided in Section 2.12, Directors shall be elected by the members at each annual meeting and those persons who receive the greatest number of votes shall be deemed elected even though they do not receive a majority of the votes cast. No individual shall be named or elected as a director without their prior consent.

2.12 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 directors, may be filled by the members, the Board of Directors, or the affirmative vote of a majority of the remaining 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 director may not take office until the vacancy occurs.

3.0 Article III – MEETINGS

3.1 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. Regular meetings shall be held at such times and at such places as the Chairperson or Board shall designate from time to time. If no place is designated, regular meetings shall be held at the principal office of the VPPPA.

3.2 ANNUAL MEETING OF MEMBERSHIP. A meeting of the membership of the Voluntary Protection Programs Participants' Association, Inc., (VPPPA) shall be held at such place 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.

3.2.1 Annual Meeting Notification: The notification of the annual meeting of the membership shall be made by the National VPPPA Board of Directors at least 18 months in advance of said meeting.

3.3 SUBSTITUTE ANNUAL MEMBERSHIP MEETING. If an annual meeting of the membership is not held during the period designated in these Bylaws, a substitute annual meeting shall be called as promptly as is 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.

3.4 MEETING ORGANIZATION AND ORDER OF BUSINESS. The Chairperson of the Board of Directors (Chairperson) shall serve as Chairperson at all meetings of the membership or, in the Chairperson's absence; the Vice Chairperson shall act as Chairperson. The Secretary of the VPPPA shall act as Secretary 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.

3.5 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 the membership may be conducted at the meeting.

3.6 NOTIFICATION OF SPECIAL MEETINGS. 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 National 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 a member's meeting to act on an amendment to the Articles of Incorporation; a plan of merger; the sale, lease, exchange or other disposition of all or substantially all the property of the VPPPA otherwise than in the usual and regular course of business, or the dissolution of the VPPPA, 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 any summary of the agreement is sent to the members, the VPPPA shall also send a copy of the agreement to any member who requests it. If a meeting is adjourned to a different date, time, or place, notice need not be given if the new date, time, or place is announced at the meeting before adjournment. No notice need be given of regular meetings of the Board. Notice of special meetings of the Board shall be given to each director in person or delivered to his residence or business address (or such other place as they may have directed in writing), not less than twenty-four (24) hours before the meeting by mail, messenger, or other means of wire or wireless communication. Any such notice shall set forth the time and place of the meeting and state the purpose for which it is called.

- 3.7 SPECIAL BOARD MEETINGS. Special meetings of the Board may be called by the Chairperson or a majority of the Directors of the VPPPA, and shall be held at such times and at such places as the person or persons calling the meetings shall designate. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the VPPPA.
- 3.8 WAIVER OF NOTICE; ATTENDANCE AT MEETING. A director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.
- 3.9 MEETING PARTICIPATION. 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 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.
- 3.10 ACTION WITHOUT A MEETING. Action required or permitted to be taken at a meeting of the Board may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last director signs 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 director.

3.11 QUORUM AND VOTING REQUIREMENTS FOR MEMBERSHIP AND BOARD OF DIRECTORS .

- 3.11.1 Unless otherwise required by law, at least 10 percent of full members (a majority of the votes entitled to be cast on a matter) constitute a quorum for action on that matter.
- 3.11.2 If a quorum exists, action on a matter, other than the election of directors, is approved if the votes cast favoring the action exceeds the votes cast opposing the action, unless a greater number of affirmative votes is required by law.
- 3.11.3 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.
- 3.11.4 Less than a quorum may adjourn a meeting.
- 3.11.5 Each full VPPPA member site shall have two votes, one from a management representative and one from a labor representative.
- 3.11.6 Proxy voting is not permitted for any matter.
- 3.11.7 Unless otherwise required by law, a majority of the Board of Directors (officers and directors) constitutes a quorum for action on any matter.
- 3.11.8 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 and appoint VPPPA members in good standing, Government Agency personnel, or legal counsel to serve on them. Unless otherwise provided in these Bylaws, each committee shall have two or more members who serve at the pleasure of the Board. The creation of a committee and appointment of members to it shall be approved by the number of directors required to take action under Section 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 Board shall appoint a Nominating Committee consisting of not less than three directors. The Committee shall review any nominations received and submit the names of eligible persons to be nominated to the board.

5.0 Article V – MISCELLANEOUS

- 5.1 CORPORATE SEAL. The corporate seal of the VPPPA shall be circular and shall have inscribed thereon, within and around the circumference “VOLUNTARY PROTECTION PROGRAMS PARTICIPANTS’ ASSOCIATION, INC.” or “VPPPA, INC.” In the center shall be the word “SEAL”.
- 5.2 FISCAL YEAR. The fiscal year of the VPPPA shall be determined ~~in~~ by the discretion of the Board.
- 5.3 AMENDMENTS. 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 member’s sites, as required by Robert’s Rules.

6.0 REFERENCES:

- 6.1 Articles of Incorporation (1991) – Bean, Kinney & Korman, Arlington Virginia
- 6.2 Articles of Amendment (2000) – Ritzert & Leyton, Fairfax, Virginia
- 6.3 Robert’s Rules of Order (2006) – Robert M. Henry III