



Voluntary Protection Programs Participants' Association

Voluntary Protection Programs Participants' Association
Region VII Iowa · Kansas · Missouri · Nebraska
Nominating Committee

VOLUNTARY PROTECTION PROGRAMS PARTICIPANTS' ASSOCIATION REGION VII BOARD OF DIRECTORS REQUIREMENTS, DUTIES, OBLIGATIONS AND RESPONSIBILITIES

REQUIREMENTS

To be nominated and elected or appointed to the Voluntary Protection Programs Participants' Association (VPPPA) Region VII Board of Directors, the following requirements, set forth in the VPPPA Region VII (Chapter) By-laws, must be met. A complete copy of the Chapter By-laws can be obtained through the Chapter website at: www.regionviivpp.org.

- 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
- 3.10 **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.

- 3.2 **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.
- 3.13 **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.
- 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.
- 2.1.3 **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.

DUTIES

The Board positions contested during the election have duties prescribed in the Chapter's By-laws.

- 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.
- 3.4 **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 be 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 meeting and other similar programs and events.

The Chapter Board of Directors shall fulfill the obligations and responsibilities listed below:

OBLIGATIONS

- Represent the diverse points of view of the membership, separated from any individual company, union, or other organization, to the extent possible.

- Actively promote the Occupational Safety & Health Administration's (OSHA) Voluntary Protection Program (VPP) and other regulatory agency voluntary programs to legislators, government agencies, industry, unions, trade associations and other organizations (which may include additional travel time).
- Attend Board meetings, the Region VII Annual Conference and the National Conference each year (one Board meeting is held in conjunction with the Annual Region VII Conference).
- Serve on at least one Board committee, chairing at least one, if requested, and as chair, reporting status of committee activity to the Board.
- Be available to assist, if needed, with at least some of the following activities:
 - Educational programs of the VPPPA
 - Articles for the Leader as requested
 - Orient newly elected Board members
 - Visits to all Region VII sites VPP celebrations
- Inform the Executive Committee if you are no longer able to meet the obligations listed above.

RESPONSIBILITIES

- Set overall policy and strategic direction of the Chapter.
- Actively promote the concept and policies of VPPPA.
- Periodically, and when necessary, review the vision / mission of the Chapter and set strategies for achievement.
- Review and set general parameters for administrative and program operations of the staff.
- Review financial statements and audits to ensure fiscal responsibility.
- Identify and develop funding sources and approve annual development plans.
- Appoint committees of the Board, which may include non-Board members, to address specific issues within the broad scope of Board responsibilities.