

Article I Meetings of Membership

1.1

Place and Time of Meetings. Meetings of members of Region VI Voluntary Protection Programs Participants' Association, Inc. (hereinafter referred to as Chapter) shall be held at such places within the Chapter geographic area as designated by the Board of Directors and at such times as may be provided in the notices of the meetings.

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 secretary of the meeting.

The meeting procedures will be governed by [Robert's Rules of Order](#).

1.3

Annual Meeting and Location. The annual meeting of the membership shall be held at a time and location designated by the Board of Directors. The Board of Directors must designate the date and location a minimum of 180 days prior to the Annual Meeting.

1.4

Special Meetings. Special meetings of the membership may be called only by the Chairperson or the Board of Directors. Only business within the purpose described in the notice for a special meeting of members may be conducted.

1.5

Notice of Meetings. Notice stating the location, day, and hour of each meeting of the 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 nor more than 60 days before the date of the meeting (except when a different time is required in these Bylaws or by law). The notice shall be delivered by First Class Mail or electronic medium to the member at their address as it appears in the Chapter Records. In the event of a Special Meeting, each member listed in the Chapter Records shall be notified as identified in this paragraph.

If a special meeting is adjourned to a different date, time or location, notice must be given of the new date, time or location as specified above.

1.6

Voting Requirements. 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 greater number of affirmative votes is required by law. Directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at the meeting. Each Chapter member site shall have two votes, one from a management representative and one from a labor representative.

1.7

Membership. Membership in the Chapter shall be limited to any interested worksite within Region VI (Texas, Arkansas, Louisiana, Oklahoma and New Mexico) that has gained acceptance into, and is

currently approved for, any of the Federal or Federally approved State Plan Voluntary Protection Programs and similar voluntary programs of other government agencies.

Associate Membership shall include any worksite within Region VI (or headquarters staff of the same company, division or corporation which provides guidance and/or support directly to that worksite) that were formerly accepted participants in a VPP or any other interested parties. It also shall include any worksite within Region VI (or headquarters staff of the same company, division or corporation which provides guidance and/or support directly to that worksite) which has formally applied to the VPP. Associate member sites have no voting rights at meetings of the membership.

Article II 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 Articles of Incorporation.

2.2 Number and Term. The number of directors constituting the initial Board of Directors is at least six and no more than fourteen. Of this number, at least two directors shall be non-managerial employees of VPP companies, one from a company with a collective bargaining agreement and one from a company without collective bargaining. No more than two directors shall be employed by the same VPP company during the same term. Each director's term is to be two years. The terms are to be staggered, however, with approximately one-half of the board elected at each annual meeting of the Chapter. Each director shall hold office until his/her death, resignation, removal or until his/her successor is elected. A current Board member 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.

2.3 Qualifications to be nominated/elected/appointed to the Board of Directors. To be nominated, elected, appointed, or to serve as a member of the Board, an individual must be considered a full member in good standing and must have a minimum of one year's experience as a member of a Regional Committee or a National Board Committee at the time of said nomination, appointment, or tenure on the Board.

2.4 Election. Except as provided in Section 2.5, directors (other than initial 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. Once elected to the Board a person may continue to serve until the end of their current term without regard to the status of their qualification for nomination, election, or appointment.

2.5 Removal; Vacancies. The members may remove one or more directors with or without cause. Unless the Articles of Incorporation require a greater vote, a director may be removed if the number of votes cast to remove him/her constitutes a majority of the votes cast. 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 (I) the members, (ii) the Board of Directors, or (iii) 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.

2.6 Annual and Regular Meetings. An annual meeting of the Board of Directors, which shall be considered a regular meeting, shall be held within 90 days following each annual meeting of the membership, for the purpose of carrying on such business as may properly come before the meeting. The Board of Directors 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 locations, normally within Region VI, as the Board of Directors shall designate.

2.7 Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson or the Board of Directors of the Chapter, and shall be held at such times and at such locations, normally within Region VI, as the Board of Directors shall designate.

2.8 Notice of Meetings. No notice need be given of regular meetings of the Board of Directors.

Notice of special meetings of the Board of Directors shall be given to each director in person or delivered to their residence or business address (or such other place as they may have directed in writing), not less than seventy two (72) hours prior to the meeting by First Class Mail or electronic medium. Any such notice shall set forth the time and location of the meeting and state the purpose for which it is called.

2.9 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.

A director's attendance at, or participation, in, a meeting waives any required notice to them of the meeting unless the director at the beginning of the meeting or 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.

2.10 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 a vote is taken, the affirmative vote of a majority of the directors present is the act of the Board of Directors.

2.11 Conference Call Meetings. 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 in person at the meeting.

2.12 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 by a majority 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 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 state the date of execution by each director.

Article III Committee of Directors

3.1 Committees. The Board of Directors may create one or more committees and appoint at least one member of the Board of Directors to serve as committee sponsor. 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 under section 2.10 of these Bylaws.

3.2 Authority of Committees. To the extent specified by the Board of Directors, each committee may act with the approval of the Board of Directors.

3.3 Nominating Committee. The Board of Directors shall appoint a Nominating Committee consisting of not less than three directors, which the committee shall recommend to the Board of Directors and membership the names of persons to be nominated for election as directors and officers of the VPPPA, Region VI Chapter.

3.4 Committee Meetings; Miscellaneous. The provisions of these Bylaws which govern meetings, action without meetings, notice, and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees of directors and their members as well.

Article IV Officers

4.1. Officers. The officers of the Chapter shall be a Chairperson of the Board of Directors, one or more Vice-Chairperson(s), a Treasurer, a Secretary, and, at the discretion of the Board of Directors, such other officers as may be deemed necessary or advisable to carry on the business of the Chapter.

4.2. Election, Term. The Officers shall be elected by the members at the annual meeting of the members. The term of service for all elected offices shall be two years. To assist in maintaining continuity, only one-half of the current slate of Officers and Directors shall be elected in any single year. Officers rotating for election shall be as follows: Vice-Chairperson, Treasurer, and 50% of the Director(s) At Large (including the non-collective bargaining employee position) in the same year. Chairperson, Secretary/Historian and 50% of the Director(s) at Large (including the collective bargaining employee position) the following year. There is no limit to the number of terms an officer can serve. 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 specifies a later effective date.

4.3. Duties of the Chairperson. The Chairperson is responsible for initiating and conducting planning sessions for the annual meetings, coordinating planning sessions for future meetings and maintaining general control of the meetings. The Chairperson shall be the Chapter's primary contact with the national VPPPA Board of Directors, representing the concerns of the Region VI Chapter.

4.4. Duties of the Vice-Chairperson. The Vice-Chairperson shall act on the behalf of the Chairperson in his/her absence. He/she shall also assist the Chairperson in the coordination and conduct of all meetings, as well as keep the Chairperson abreast of changes of happenings within the Chapter. He/she shall also work with hosting Officers for any special arrangements to ensure meetings are productive and profitable.

4.5. Duties of the Secretary. The Secretary shall have the duty to see that a record of the proceedings of each meeting of the members and the Board of Directors, and any committee of the Board of Directors, is properly recorded and notices of all such meetings are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary may affix the corporate seal to any document the execution of which is duly authorized, and when so affixed may attest the same. In general, he/she shall perform all duties incidental 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 as 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 monies 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 the Board of Directors.

4.7. Duties of Other Officers. The other officers of the Chapter shall have such authority and perform such duties as shall be prescribed by the Board of Directors. 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 of Directors.

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 VI, VPPPA, INC.". In the center shall be the word "SEAL". The corporate seal of the Chapter need not be impressed on any official document or agreement entered

into by the Chapter unless specifically required by resolution of the Board of Directors.

5.2 Fiscal Year. The fiscal year of the Chapter shall be the 30th day of June.

5.3 Amendment(s). Any Region VI member can present changes to the Board of Directors for consideration.

Amendment(s) to the Bylaws proposed by Chapter members must be put before the membership for a vote. The proposed amendment(s) must be submitted to the Board of Directors at least 90 days prior to the Annual Meeting. A recommendation from the Board of Directors in favor of or in opposition to the proposed amendment(s) shall accompany this proposed amendment(s). A vote may be taken at the annual meeting or by special mail in ballot at the discretion of the Board of Directors.

The By-laws of the Chapter may be amended by the affirmative vote of a two-third majority of the votes, acting on the recommendation of the Board of Directors.

Article VI Purpose

The Chapter shall be operated as a non-profit corporation under the laws of the State of Texas and in accordance with its Articles of Incorporation and these Bylaws. The Chapter is organized exclusively for charitable, religious, education and scientific purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, and Section 11.18(c)(3) of the Texas Tax Code. In furtherance of these objectives, the nature of the business and affairs of the Chapter are to be conducted as follow:

6.1 The Chapter's major function and purpose shall be to promote worker, industry and public health and safety through voluntary cooperation with the United States Government in educating industry within the geographical area of the Region VI Chapter about the Occupational Safety and Health Administration (OSHA) Voluntary Protection Programs (VPP), created in response to Section 2(b) of the Occupational Safety and Health Act of 1970, 29 U.S.C. 651 et. seq. and other voluntary governmental efforts to improve worker's, environmental health and safety.

6.2 No part of the net earnings of the Chapter shall inure to the benefit of, or be distributed to its members, trustees or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered to the Chapter and to make payments and distributions in furtherance of its purpose set forth in its Articles of Incorporation and these Bylaws.

6.3 No substantial part of the activities of the Chapter shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Chapter shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

6.4 The Chapter shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

Article VII Dissolution

The Chapter may be dissolved in the manner provided in the Texas Non-Profit Corporation Act. Upon the dissolution of the Chapter, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the State of Texas, for public purpose. Any such assets not so disposed of shall be disposed of by the court of common pleas or other appropriate court with jurisdiction of the county in which the principle office of the Chapter is then located, exclusively for such purposes or to such organization or organizations, as said

court shall determine, which are organized and operated exclusively for such purpose.

Article VIII Indemnification

8.1 When Indemnification is Required, Permitted and Prohibited.

8.1.1 The Chapter shall indemnify a director, officer, committee member, employee or agent of the Chapter who was, is or may be named defendant or respondent in any proceeding as a result of his/her actions or omissions within the scope of his/her official capacity in the Chapter. For the purpose of this article, an agent includes one who is or was serving at the request of the Chapter as a director, officer, partner, venturer, proprietor, trustee (employee, agent, or similar functionary of another foreign or domestic corporation,) partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise. However, the Chapter shall indemnify a person only if he/she acted in good faith and reasonably believed that the conduct was in the Chapter's best interests. In a case of criminal proceeding, the person may be indemnified only if he/she had no reasonable cause to believe that the conduct (at issue) was unlawful. The Chapter shall not indemnify a person who is found liable to the Chapter or is found liable to another on the basis of improperly receiving a personal benefit.

8.1.2 The termination of a proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Chapter.

8.1.3 The Chapter shall pay or reimburse expenses incurred by a director, officer, committee member, employee or agent of the Chapter in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Chapter when the person is not a named defendant or respondent in the proceeding.

8.1.4 In addition to the situations otherwise described in this paragraph, the Chapter may indemnify a director, officer, committee member, employee or agent of the Chapter to the extent permitted by law.

8.1.5 Before the final disposition of a proceeding, the Chapter may pay indemnification expenses permitted by the Bylaws and authorized by the Chapter. However, the Chapter shall not pay indemnification expenses to a person before the final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Chapter of the person is alleged to have improperly received a personal benefit or committed willful or intentional misconduct in the performance of his/her duty in the corporation.

8.1.6 If the Chapter may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Chapter the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

8.2 Procedures Relating to Indemnification Payments.

8.2.1 Before the Chapter may pay any indemnification expenses (including attorney's fees), the Chapter shall specifically determine that indemnification is permissible, authorize indemnification and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 8.2 below. The Chapter may make these determinations and decisions by any one of the following procedures:

(a) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceedings.

(b) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceedings.

(c) Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 8.2.1(a) or 8.2.1(b) or is such a quorum cannot be obtained and such a committee cannot be established by a majority of all directors.

8.2.2 The Chapter shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 8.2.1(c) above, governing the selection of special legal counsel. A provision contained in the Articles of Incorporation, the Bylaws or a resolution of members of the Board of Directors that requires the indemnification permitted by paragraph 8.1 above constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

8.2.3 The Chapter shall pay indemnification expenses before final disposition of a proceeding only after the Chapter determines that the facts then known would not preclude indemnification and the Chapter receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 8.2 above. The person's written affirmation shall state that he/she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Chapter if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.