

REGION I
CHAPTER OF THE VOLUNTARY PROTECTION PROGRAMS
PARTICIPANTS' ASSOCIATION, INC.

BY-LAWS

*ARTILCLE I
MEETINGS OF MEMBERSHIP*

- 1.1 Place and Time of Meetings. Meetings of members of Region I Chapter of the Voluntary Protection Program Participants' Association, Inc. (VPPPA), shall be held at such places within the Region I geographic area as are easily accessible by the membership and at such times as may be provided in the notices of the meetings. Non-business portions of all meetings shall be open to the Occupational Safety and Health Administration (OSHA) and any representatives of companies within Region I interested in learning more about the Voluntary Protection Program concept. A Director or Chapter Officer residing nearest to the area where such meeting is to be held shall be responsible for general planning of the meeting.
- 1.2 Organization and Order of Business. The Chairperson of the Board of Directors shall serve as chairperson at all meetings of the membership. The Secretary of the Chapter (or other person appointed by the Chairperson in the event of the secretary's absence) shall act as Secretary at all meetings of membership. The Chairperson shall have the authority to make such rules and regulations, to establish such procedures and to take such steps as he/she may deem necessary or desirable for the proper conduct of each meeting of the membership.
- 1.3 Annual Meeting. The annual meeting of the membership shall be held during the month of October, each year, or as designated by the Board of Directors. This meeting may be used to satisfy a scheduled meeting requirement.
- 1.4 Scheduled Meetings. In addition to the annual meeting, a minimum of three additional meetings shall be held to conduct Chapter business, promote the VPP concept, and/or present programs to enhance the safe practices of the members.
- 1.5 Special Meetings. Only the Chairperson or a majority of Directors of the Chapter may call special meetings of the membership. Only business within the purpose or purposes described in the notice for a special meeting of members may be conducted at the meeting.

- 1.6 Notice of Meetings. Written notice stating the place, 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 (15) nor more than sixty (60) days before the date of the meeting (except when a different time is required in these By-Laws or by law) either personally, electronic mail, mail, or facsimile to each member site's designated representative. If a meeting is adjourned to a different date, time or place, notice need be given if the new date, time or place is announced at the meeting prior to adjournment.
- 1.7 Quorum and Voting Requirements. Unless otherwise required by law, a majority of the votes entitled to be cast on a matter constitutes a quorum for action on the matter. If a quorum exists, 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 a meeting at which a quorum is present. Less than a quorum may adjourn a meeting. Each Chapter member site shall have two (2) votes, one (1) from a management representatives and one (1) from a labor representative. Proxy voting is not permitted for any matter.
- 1.8 Membership. Membership in the Chapter shall be limited to any interested employee of a worksite within Region I 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. Membership in the Chapter is constituted on acceptance into the National Program and upon fulfillment of all requirements therein.
- 1.9 Associate Membership. Associate Membership shall include any representative of worksites within Region I that maintain headquarters for or which are themselves headquarters for sites within the Region. Associate members must abide by the same conditions and codes as the same designation within the National Program. Associate members must also be members in good standing within the National VPPPA but shall not be afforded the opportunity to vote 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 director positions constituting the Board of Directors is ten. Of this number, at least two director positions shall be non-managerial employees of VPP companies with a collective bargaining agreement. 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 non-voting Director position may be filled by the OSHA Region 1 VPP Program Manager or their designee.
- 2.3 Election. Except as provided in Section 2.4 of these By-Laws , 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 his/her prior consent.
- 2.4 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 his/her constitutes a majority of the votes entitled to be cast at an election of Directors. 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 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.
- 2.5 Annual and Regular Meetings. An annual meeting of the Board of Directors, which shall be considered a regular meeting, shall be held immediately prior to 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 places, within Region I, as the Chairperson or the Board of Directors shall designate from time to time.

2.6 Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson or a majority of the Directors of the Chapter, and shall be held at such times and at such places, within Region I, as the person or persons calling the meetings shall designate.

2.7 Notice of Meetings. No notice need be given of regular meetings of the Board of Directors. Notices of special meetings of the Board of Directors shall be give to each Director in person or by means of electronic mail, U.S. Mail to his/her residence or business address or such other place as he/she may have directed in writing, or via telephone or facsimile not less than (24) twenty four hours before the meeting. Any such notice shall set forth the time and place and state the purpose of the meeting for which it is called.

2.8 Waiver of Notice: Attendance at Meeting. A Director may waive any notice required by law, the Articles of Incorporation, or these By-Laws 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 or participation in a meeting waives any required notice to him/her 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.

2.9 Quorum Voting:. A majority number of Directors fixed in these By-Laws 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.

2.10 Telephonic/Electronic Meetings. The Board of Directors may permit any or all Directors to participate in or conduct a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear or otherwise communicate with each other during the

meeting (Chat rooms, Teleconferencing, etc.). A Director participating in a meeting by this means is deemed to be present in person at this meeting.

- 2.11 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 all members of the Board of Directors. 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 states the date of execution by each Director.

ARTICLE III COMMITTEES OF DIRECTORS

- 3.1 Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Unless otherwise provided in these By-Laws, each committee shall have two or more members from the membership serving on them. 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 2.9 of these By-Laws.
- 3.2 Authority of Committees. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors.
- 3.3 Executive Committee. The Board of Directors may appoint an Executive Committee consisting of not less than three (3) Directors 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 3.2 of these By-Laws.
- 3.4 Nominating Committee. The Board of Directors shall appoint a Nominating Committee consisting of not less than three (3) Directors, which committee shall recommend to the Board of Directors the names of persons to be nominated for election as Directors and officers of the Chapter.
- 3.5 Committee Meetings: Miscellaneous. The provisions of these By-Laws 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, a Secretary, a Treasurer, and a Vice Chairperson and any other such officers as deemed necessary or advisable to carry on the business of the Chapter. Any two or more offices may be held by the same person. Any Director or full member shall be eligible to be elected as an Officer.
- 4.2 Election Term. The Officers shall be elected by the members at the annual meeting of the members. Officers shall hold office, unless sooner removed, for two-year terms, subject to their remaining a Director for the entire period. Any Officer may resign at any time upon written notice to the Board of Directors, and such registration shall be effective when notice is delivered, unless the notice specifies a later effective date.
- 4.3 Duties of the Chairperson. The Chairperson shall be the Chief Executive Officer of the Chapter. He/she shall have general charge of, and be charged with the duty of supervision of the business of the Chapter and shall perform such duties as may, from time to time, be assigned to him/her by the Board of Directors. The Chairperson shall be the Chapter's primary contact for the National VPPPA and with OSHA. Further, the Chairperson shall be a non-voting member of the National VPPPA Board of Directors, representing the concerns of Region I Chapter.
- 4.4 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 that notices of all such meetings are duly given in accordance with the provisions of these By-Laws or as required by law. He/she 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 him/her by the Board of Directors, or as may be required by law.
- 4.5 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 keep or cause to be kept full and accurate records of all receipts and disbursements from 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.

- 4.6 Duties of Vice Chairperson. The Vice Chairperson shall , under the direction of the chair, serve as a dually qualified interim chair should such instance arise whereas the post is vacant either by means of death, resignation, or other permanent method of vacating the position. The Vice Chair shall also serve in the capacity of Chairperson should the occasion of temporary vacancy arise out of illness, business condition or other temporary condition. In the event of a permanent vacancy, the Vice Chairperson shall hold the position of Chairperson until such time that an election is held and the vacancy filled according to the methods outlined in Article I of these By-Laws.
- 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 membership. 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 Fiscal Year. The fiscal year of the Chapter shall be the last day of the month of June.
- 5.2 Employer Identification Number. The employer identification number (E.I.N) for the VPPPA Region I Chapter is 04-3556442 which lists the corporation as a not for profit organization.
- 5.3 Amendments. These By-Laws may be amended or repealed, and new By-Laws may be made, at any regular or special meeting of the Board of Directors or the members, By-Laws made by the Board of Directors may be repealed or changed and new By-Laws may be made by the members and the members may prescribe that any by-law made by them shall not be altered, amended or repealed by the Board of Directors.

We, the incorporating Board of Directors for VPPPA Region I, accept these By-Laws as agreed upon by the membership and as listed above.

Stephen Gauthier, Chair Date

Paul Ludington , Vice Chair Date

Karen Girardin, Treasure Date

Debra Bowie, Secretary Date

Jack Popp, Director-at-Large Date

Alice Tatro, Director-at-Large Date

Bruce Gove, Hourly Representative w/CBA Date

Glenn Garfield, Hourly Representative w/CBA Date