

I. REQUIREMENTS

To be nominated and elected to the VPPPA National Board of Directors, one must meet the requirements set forth in the association's bylaws. For a copy of the National VPPPA Bylaws, please visit the "About VPPPA" section of the VPPPA website at www.vpppa.org.

PLEASE NOTE: Only Full and Corporate Members of VPPPA are eligible to run for a position on the VPPPA National Board of Directors.

NATIONAL VPPPA BYLAWS REFERENCES

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.

2.9 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.

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.

PLEASE 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.

1.1.3 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.

Additional Requirements Not Listed in the Bylaws:

Each person wishing to run for a position on the National VPPPA Board of Directors should bear in mind that with the position comes a commitment of time and travel expenses on the part of the individual and his or her company. The term of office is two years. The Board meets approximately five times a year. One of the meetings is held in conjunction with the Annual Conference. About half of the meetings are held in Washington, DC. Board meetings typically last from two to three days. In addition to attendance of regular Board meetings, Board members may be asked to make Congressional education visits, attend regional conferences, get involved with outreach activities with new or prospective VPP companies and/or serve on committees and task forces developed by the Board.

II. DUTIES

The Board positions contested during the 2019 elections have duties prescribed in the association's Bylaws.

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.

2.4 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, the Vice Chairperson shall perform such duties as may be assigned to him/her by the Board.

2.6 Duties of the Secretary. The Secretary shall be responsible that the minutes of the proceedings of each meeting of the membership and Board are 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. The Secretary 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, 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 the Secretary 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.

III. OBLIGATIONS

- Represent the diverse points of view of the membership, separated from any individual company, union, or other organization, to the extent possible.
- After initial election to the VPPPA National Board of Directors, attend orientation at the National Office.
- Attend quarterly Board meetings and the Annual National Conference each year (one Board meeting is held in conjunction with the Annual National 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.
- Interface with the National Office regularly, including visits to the Falls Church, VA, office.
- Be available to assist, if needed, with at least some of the following:
 - Educational programs of VPPPA;
 - Articles for *The Leader* as requested;
 - Orient newly elected board members;
 - Visits to potential financial development sources;
 - Secure company funding for staff development (*i.e.*, courses, onsite visits); and
- Inform the Executive Committee if you are no longer able to meet the obligations listed above.

IV. RESPONSIBILITIES

- Set overall policy and strategic direction for the association.
- Actively promote the concept and policies of VPPPA.
- Periodically, and when necessary, review the vision/mission of the association 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; approve or request revision of the proposed annual budget and annual plan developed by the VPPPA staff.
- Identify and develop funding sources and approve annual development plans.
- Select and oversee performance of the Executive Director of the association; setting salary, and deciding whether bonus(es) are appropriate; and setting general goals for performance and appraising performance annually, reserving the discretion to specifically direct or appraise as deemed necessary by the Board.
- Appoint committees of the board, which may include non-board members, to address specific issues within the broad scope of board responsibilities.