

OREGON

SHARP (Safety and Health Achievement Recognition Program)

ALLIANCE

BYLAWS of the Alliance

Effective Date: 9/21/00

Amended: ~~March 22, 2001, February 14, 2002, December 10, 2004, December 14, 2006, March 8, 2007, September 10, 2009~~, September 10, 2010

ARTICLE I - NAME

Section 1. The name of this organization shall be the **OREGON SHARP ALLIANCE**. Hereafter referred to as the ALLIANCE.

ARTICLE II - PURPOSE

Section 1. The Mission of the OREGON SHARP ALLIANCE is to promote safety and health management and cooperation among companies and government for the betterment of all Oregon workers.

Section 2. The purpose of the Oregon SHARP ALLIANCE will be to advocate for excellence in occupational safety and health, and sustain continuous growth in the SHARP program for a long term relationship with Oregon OSHA.

Section 3. In fulfilling its purposes, the Alliance shall have the following goals:

- a) Promote the achievement of "SHARP" recognition
- b) Assist companies who are already in the process of becoming SHARP
- c) Assist all companies in Oregon in safety and health management
- d) Provide input to OR-OSHA on activities, rules, and strategic planning
- e) Serve as a resource to other members of the Alliance

ARTICLE III - MEMBERSHIP

Section 1. Full and Associate membership designations are available in the Oregon SHARP Alliance. Membership is by company, organization, unit, or designated representative which has received the SHARP designation.

Section 2. Full membership in the ALLIANCE is open to those companies who have received SHARP recognition or VPP certification from the Oregon Occupational Safety and Health Administration and who are in good standing with OR-OSHA. Full membership will also remain available to Oregon SHARP companies who graduate from the SHARP program.

Section 3. Associate membership is open to any individual, company, governmental organization, or other entity who support the mission, purpose, and goal of the Oregon SHARP ALLIANCE.

Section 4. For voting purposes, each full member will have one vote per company. Associate members will have no voting privileges, unless they serve on the operating committee.

Section 5. Voting by proxy is permissible.

ARTICLE IV - ORGANIZATION

Section 1. The Section is a not-for-profit organization, for the purpose of carrying out the goals and objectives of the Alliance.

Section 2. There shall be a Operating Committee responsible for the operation and management of the organization. It shall be responsible for the supervision and care of all property, have full authority to commit the Alliance to action in consonance with resolutions adopted at meetings of the Alliance, and may cooperate with other organizations on such basis that will not impair the ability of the Alliance to pursue its purposes independently.

Section 3. A majority of the Operating Committee present at a meeting shall constitute a quorum.

Section 4. The Operating Committee shall consist of the Chairperson, vice chair-person, secretary, treasurer, the past Chairperson, eight regional delegates, three VPP delegates, and one delegate at large.

Section 5. The activity year shall be from January 1 to December 30.

ARTICLE V - OFFICERS

Section 1. Elected officers of the Alliance Operating Committee shall be:

- a) Chairperson
- b) 1st Vice chairperson
- c) 2nd Vice chairperson
- d) Secretary
- e) Treasurer
- f) Regional Delegates: Eight regional delegates will be elected from the general membership to represent the following geographical regions of the state:
 - Region 1: Portland Metropolitan,
 - Region 2: North-Willamette Valley,
 - Region 3: Central Willamette Valley,
 - Region 4: Southern Oregon,
 - Region 5: Central Oregon,
 - Region 6: Eastern Oregon,
 - Region 7: North Coast, and
 - Region 8: South Coast. (See accompanying map for geographic boundaries).
- g) VPP Delegates at large: Three VPP Delegates will be elected from the general membership.
- h) Delegate at large: One Delegate at Large will be elected from the general membership who will fill in for any open Regional Delegate position.

Section 2: All elected officers must be full or associate members in good standing. All elected officers shall have voting privileges.

Section 3. The Chairperson shall:

- a) Preside at regular and special meetings of the Operating Committee and the membership meetings.
- b) Represent the Alliance at meetings of other organizations where official representation of the Alliance is desirable.
- c) Provide leadership for programs and activities for the Alliance during the term of office.
- d) Appoint such committees as are necessary to implement the goals and objectives of the Alliance.

Section 4. The 1st and 2nd Vice-Chair positions will work together and shall: work closely with the chair, assume any duties so designated by the chair, and assist members and board members to promote the goals and objectives of the Alliance.

Section 5. The Secretary shall:

- a) Maintain Alliance records and correspondence.
- b) Record and distribute minutes of Alliance meetings and Alliance Operating Committee meetings.
- c) Notify Alliance members of meetings.
- d) Arrange meeting locations
- e) Send congratulatory letters to new SHARP companies with invitation to join.

Section 6: The Treasurer shall:

- a) Maintain all financial records of the Alliance.
- b) Send out renewal notices for members.
- c) Supervise the receipt and disbursement of funds as directed by the Alliance's Operating Committee.
- d) Maintain Alliance funds in a depository approved by the Alliance Operating Committee.
- e) By January 30th prepare an income & expense statement for the fiscal year ending December 30.
- f) By February 15 prepare an audited income & expense statement for the fiscal year ending December 30, for IRS purposes.
- g) Serve as the Registered Agent for the Oregon SHARP Alliance.

Section 7: The regional delegates and at- large delegate shall:

- a) Ensure they have contact other SHARP companies in their geographic region and informed them of the ALLIANCE and its purpose, and encourage membership.
- b) When a member in their geographic area cannot attend a meeting, solicit their input on any agenda items.
- c) Serve as a primary contact person for organizations, elected officials, and enhance relationship with the OR-OSHA office in that area.

Section 8: The VPP Delegates at Large shall:

- a) Ensure they have contact with other VPP sites throughout the state and inform them of the Alliance, its meetings, its purpose, and encourage membership and support.
- b) When a member within their network cannot attend a meeting, solicit their input on any agenda items.
- c) Serve as a primary contact person for organizations, elected officials, and enhance relationship with the OR-OSHA office in that area.
- d) Mentor with SHARP facilities and other sites to foster continuous improvement in safety and health.

ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS

Section 1. The most recent Past Chairperson, if available, or an individual appointed by the current chair shall serve as the Nominating Chairperson of the Nominating Committee. The Committee, including the Chairperson, will consist of no less than two (2) nor more than (4) members. Members shall volunteer from the general membership. Members of the Committee who are chosen to run for an office shall resign from the Nominating Committee. They will be replaced with non-candidate members appointed by the same officer who initially appointed the resigning member. Selection of the Nominating Committee Members shall be completed not later than the second quarter meeting each calendar year. The names of the Committee Members shall be publicized in the meeting minutes of the second quarter meeting. At this meeting, and up to 15 days prior to the publication of the list of candidates anyone who is interested in running for office may notify the nominating committee of their interest in becoming an elected officer.

Section 2. The Alliance Nominating Committee shall select qualified candidates for all elective offices. Candidates' names and qualifications shall be published and distributed to the Alliance membership at least 30 days in advance of the election.

Section 3. The term of elected Alliance officers shall be for two years beginning January 1. Delegates at large will serve on a staggered basis. (During the initial election delegates will be chosen for 1 or 2 year terms)

Section 4. Election of officers for the ensuing year shall be held at the December meeting. If there is more than one candidate for any office, election shall be by written ballot. If there is only one candidate for an office, election may be by voice vote.

Section 5. Removal of elected Alliance officers shall be by vote of Alliance members at any regular or special meeting upon presentation of a signed petition from either the Alliance Operating Committee, or five (5) voting members of the Alliance. Notification of such meeting shall be mailed to each member at least 30 days in advance of the date of the meeting. Committee Chairpersons appointed by elected officers or the Alliance Operating Committee may be removed by a 2/3 vote of the Operating committee.

Section 6. Vacancies in elected Alliance offices shall be filled by the way specified below:

- a) Should a vacancy occur in any elected office, including Secretary, Treasurer or any others, except Chairperson, the Chairperson shall appoint, with the approval of the Operating Committee, an eligible member (see Article III, Section 1,2,) to fill the un-expired term of office, giving special consideration to current committee Chairpersons and experienced Alliance leaders who have recently completed their terms of office.
- b) Should a vacancy occur early in the term, in the office of Chairperson:
 - 1) The Secretary shall:
 - (a) Appoint a special Nominating Committee.
 - (b) Publish notification of the election and the slated nominees for office at least 15 days in advance of the Alliance meeting at which the election is to be held.
 - (c) Receive at the Alliance meeting any additional nominating petitions as may be rendered.
 - (d) Conduct a voice vote at the Alliance meeting if there is only one nominee, and a written ballot if there is more than one nominee for office.

(e) The successful candidate shall assume office immediately on election.

Section 7. Vacancies in appointed offices shall be filled for their un-expired term by appointees of the Chairperson then in office, with the approval of the Operating Committee.

Section 8. (Inability to serve) If after election, but prior to taking office, an officer is unable to serve for any reason, the vacancy shall be filled in the manner set forth in this Article.

ARTICLE VII - DUES

Section 1. Each member and associate member, shall be assessed annual dues. The annual membership dues will be proposed by the Operating Committee, at the fourth meeting of the year for approval by the membership for the following calendar year.

Section 2. All Alliance dues shall be paid annually by March 1 of the calendar year.

Section 3: Alliance members and Alliance Associate dues are non-refundable.

Section 4. All newly certified first-year SHARP facilities shall be awarded complimentary Alliance membership for the remainder of the calendar year in which they initially achieve SHARP.

Section 5. Member sites hosting Alliance General Membership Meetings shall receive one year of membership at no cost. Member sites providing lunch to attendees at General Membership Meetings shall receive one year of membership at no cost.

ARTICLE VIII - MEETINGS

Section 1. General Assembly Meetings, shall be held at least four times during the year for the interchange and acquisition and sharing of knowledge among members, and providing input to OR -OSHA on any current or upcoming issues. The General Assembly meetings will be held on the second Thursday of March, June, September, and December. The December meeting will be the annual business meeting.

Section 2. Interim Alliance Board meetings shall be held one month prior to the general assembly meeting for the board to effectively plan the direction of the alliance and the topics of future meetings. The Interim Board meetings will be held on the second Thursday in February, May, August, and November.

Section 3. Special meetings of members may be called by the Operating Committee. The notice calling such a meeting shall state the purpose of the meeting; such notice to be sent to each member at least two weeks in advance.

Section 4. One third (1/3) of the present full members and associate members in good standing shall constitute a quorum at any regular or special meeting. Vote may be by proxy.

Section 5. The latest edition of Robert's Rules of Order Newly Revised shall govern the transaction of business at all meetings of the Alliance unless otherwise provided in these Bylaws.

ARTICLE IX - MISCELLANEOUS

Section 1. The Alliance may be dissolved by Alliance members in the following manner:

- a) A resolution to dissolve the Alliance shall be acted upon at a meeting of the Operating Committee. The resolution shall set forth the reasons for dissolution.
- b) Within 30 days following the Operating Committee action, a mail ballot shall be sent to all Alliance members and associate members setting forth the reasons for the dissolution. Thirty (30) days after the ballots are mailed, they shall be counted by the Operating Committee. A two-thirds (2/3) vote is required for approval of the action.
- c) Upon the adoption of the resolution to dissolve, the officers shall carry out the dissolution of the Alliance in conformance with the applicable Articles of Incorporation.

Section 3. The official Alliance symbol may be used by any member in good standing with their membership category clearly identified. The Alliance logo will be used on Alliance correspondence, publications and other official documents.

Section 4. Any fund-raising projects or activities shall be limited to those activities which

are consistent with the purpose of the Alliance, and approved by the Operating Board.

Section 5. Alliance officers shall ensure retention of needed Alliance and membership records. Officers having charge of these records are authorized to dispose of the records at the end of the required retention period.

- a) Minutes of meetings - permanently.
- b) Correspondence - two years following completion of the Alliance year.
- c) Financial Records - five years following completion of the Alliance year.

ARTICLE X - AMENDMENTS

Section 1. Amendments to these Bylaws may be proposed by the Alliance Operating Committee or by Alliance Members and/or Associate Members. Amendments proposed by the latter shall be presented to the Alliance Operating Committee.

Section 2. The Alliance Operating Committee shall publish any proposed amendments to the membership at least 30 days in advance of the meeting at which action will be taken.

Section 3. Amendments shall be voted on at a regular or special Alliance meeting at which action will be taken if a quorum is present. A two-thirds (2/3) affirmative vote is required for approval. All amendments to these Bylaws will become effective immediately after the vote, unless contested by two or more members.

Section 4. A Member or Associate Member may contest a vote, orally. An independent committee chaired by one of the delegates with representation of up to five (5) members of the general membership will explore the issue and bring forth a recommendation at the next general meeting.