

BYLAWS
of
THE KENTUCKY SAFETY AND HEALTH NETWORK, INC.

December 2016

ARTICLE I
NAME

SECTION 1. The name of this organization shall be the KENTUCKY SAFETY AND HEALTH NETWORK, INC., hereinafter referred to as Network, and shall operate as an independent, non-profit organization.

SECTION 2. The Network's activities shall be devoted to the protection of the Commonwealth's workforce from preventable injuries and illnesses caused in the workplace.

SECTION 3. The official abbreviation of the Network shall be KSHN.

SECTION 4. Neither the name nor the abbreviation shall be changed or altered when used by members of the Network.

ARTICLE II
MISSION

The mission of the Network is to increase the awareness of workplace safety and health through education and training.

ARTICLE III
OBJECTIVES

The objectives of the Network are to:

- (1) Safeguard Kentucky's working men and women from those hazards which threaten personal safety and health;
- (2) Actively support education and training designed to eliminate injuries and illnesses which result from human or mechanical errors in the workplace;
- (3) Conduct a vigorous and continuing program of education and training for business, labor, and government designed to focus attention upon workplace hazards and how they may be avoided through cooperative efforts;
- (4) Promote specialized services designed to assist members in establishing and maintaining effective safety and health programs;
- (5) Promote voluntary development and implementation of workplace health and safety strategies or programs;
- (6) Present an annual conference to promote workplace safety and health; and,

- (7) Support the funding of the Kentucky Safety and Health Network Foundation, Inc. to facilitate awarding scholarships in the disciplines of occupational safety and health, industrial hygiene, and related disciplines.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. The affairs of the Network shall be directed by the Board of Directors, hereinafter referred to as Board, whose duties shall be to aid, assist, and promote the objectives of the Network. The number of Directors shall be no more than forty-one (41).

SECTION 2. Board members shall conduct their activities with:

- (1) Integrity, performing their duties with fairness, honesty, courtesy, and impartiality;
- (2) Accountability, working within statutory and regulatory parameters;
- (3) Service, focusing the Network's resources efficiently and effectively to meet the needs of those they serve; and
- (4) Commitment, exhibiting dedication to performing their duties to the best of their abilities while striving for continuous improvement in fulfilling the mission of the Network.

SECTION 3. Except as otherwise provided in these BYLAWS, Board actions shall require a simple majority vote of the Board members present at a meeting in which a quorum exists or a simple majority of all Board members if conducted by mail ballot.

SECTION 4. Decisions of the Board are binding upon the Network. Any Board decision can be reversed by a two-thirds (2/3) vote of the Network members.

SECTION 5. Four (4) of the forty-one (41) seats of the Board shall be designated as Ex-Officio and reserved for individuals who serve in the Kentucky Labor Cabinet. The Secretary of Labor for the Kentucky Labor Cabinet shall designate and specify in writing to the Executive Committee four (4) individuals to serve as Ex-Officio Board members. The four (4) Directors designated by the Secretary of the Labor Cabinet serve at the pleasure of the Secretary and are charged with the same rights and responsibilities as elected Directors.

SECTION 6. A Director who cannot attend an event may be represented by another Director by proxy. Prior to the occasion the Director cannot participate in, the Director granting the proxy representation shall provide the name of his or her designee to the President or the Secretary in writing or electronic format. Proxy designees shall have the same voting rights as the Director he or she represents. A Director may not hold more than two (2) proxies at an event. Proxies are counted on a one-for-one basis.

SECTION 7. A Director may serve an unlimited number of terms.

SECTION 8. To be eligible for service on the Board, an individual shall be a member of the Network and participate in an occupational safety or health, industrial hygiene, or related field.

ARTICLE V MEMBERSHIP

SECTION 1. Membership is open to all individuals interested in supporting the mission and objectives of the Network.

SECTION 2. Membership is individual, personal, and non-transferable.

SECTION 3. There are four (4) member classifications.

- (1) Member. An individual whose dues are current and is neither a student nor an honorary member.
- (2) Honorary Member. The Board may grant honorary membership to an individual upon written submission of the individual's name to the Board by ten (10) or more members of the Network. The Honorary Member shall have no voting rights and shall be excused from the payment of dues. The Board may revoke any honorary membership at any time.
- (3) Student Member. An individual whose annual dues are current and is either attending, or was attending at time of application, a recognized four (4) year university pursuing study in occupational safety and health, industrial hygiene, or related discipline; or, an individual who is a member of a student chapter of the American Society of Safety Engineers (ASSE) or the American Industrial Hygiene Association (AIHA).
- (4) President Emeritus. A past president of the Network, upon retiring from the Board, shall have the honorary title of President Emeritus. The President Emeritus shall have no voting rights and shall be excused from the payment of dues.

SECTION 4. Membership dues shall be payable annually. The amount of dues shall be determined by the Executive Committee, approved by the Board, posted on the KSHN website, and payable upon application for membership or with full conference registration. Student Members who are eligible for membership by virtue of their membership in an ASSE or AIHA student section shall be excused from dues payment.

SECTION 5. By May 31, the Board Secretary shall notify in writing by letter, facsimile, or electronic format any Board member whose dues are not paid.

SECTION 6. Board members whose dues are not paid shall not vote on any matter before the Board.

SECTION 7. Dues shall run from the membership meeting in May to the next membership meeting.

ARTICLE VI OFFICERS AND THEIR DUTIES

SECTION 1. The officers of the Network shall consist of a President, President-Elect, Secretary, and Treasurer.

SECTION 2. The President shall be the Chief Executive Officer of the Network and shall exercise supervision over all Network affairs. The President shall preside at all meetings of the Network, Board, and Executive Committee.

SECTION 3. In the absence of the President, the President-Elect shall perform all duties of the President. In the absence of the President and President-Elect, the Secretary shall perform all duties of the President.

SECTION 4. The Secretary shall be the official recorder of all official Network business. The Secretary shall keep attendance documentation, disseminate the applicable minutes to Executive Committee and Board members within ten (10) days of adjournment, and fulfill other duties as established in these BY-LAWS. In the event the Secretary cannot fulfill any of the duties, the President shall appoint another Director to perform the duties.

SECTION 5. The Treasurer shall be the custodian of all Network funds and shall deposit all funds and other Network valuables in a bank approved by the Executive Committee. The Treasurer shall keep a true and accurate record of all monies received and disbursed by the Network. The Treasurer shall present to the Board, prior to the annual meeting of the Network, a complete record of all monies received and disbursed during the preceding year.

SECTION 6. No funds of the Network shall be disbursed except by voucher checks. All checks shall be signed by the Treasurer and one other elected officer. Prior to being signed by both officers, all checks shall be dated and specify the payee and exact amount.

SECTION 7. The officers of the Network shall select a Certified Public Accountant to audit Network accounts and provide a written report to the officers. The officers shall review the audit and require the Treasurer who was in office during the term covered by the audit to submit a formal report to the Board for their acceptance.

SECTION 8. The Board may contract out duties as may be requested by the President, Executive Committee, or Board. The awarding of contracts shall be approved by the Board.

ARTICLE VII EXECUTIVE COMMITTEE

SECTION 1. The Executive Committee shall be composed of eleven (11) Directors including the President, President-Elect, Secretary, Treasurer, immediate Past President, and six (6) other Directors. The Executive Committee should constitute a fair and equitable representation of the membership and shall have general supervision over the affairs of the Network.

SECTION 2. The Board shall meet within thirty (30) days after the election of officers and shall elect six (6) Directors to serve on the Executive Committee in accordance with the procedures established in ARTICLE XI, Section 9(5). The term of office for members of the Executive Committee shall be one (1) year. There shall be no limitation of the number of terms that a Director may serve on the Executive Committee.

SECTION 3. The Executive Committee shall fill all vacancies on the Board or Executive Committee.

SECTION 4. In the event of a vacancy in the office of President-Elect, a Director from the same group shall be selected by the Executive Committee and approved by the Board. If a Director from the same group is not eligible, or willing, to fill the unexpired term, a Director from the next eligible group shall be selected by the Executive Committee and approved by the Board.

**ARTICLE VIII
MEETINGS**

SECTION 1. The annual meeting of the Network shall be held during the annual Governor's Safety and Health Conference and Exposition.

SECTION 2. Board meetings shall be held at least quarterly and at such other times as called by the President or Executive Committee.

SECTION 3. Meetings of the Executive Committee shall be held at least quarterly and at such other times as called by the President or Executive Committee.

SECTION 4. Special meetings of the Network may be called at a time and place designated by the President or upon written request of ten (10) members of the Board. No business shall be transacted except that which is stated in the call request.

SECTION 5. Board Members' travel and per diem rates shall be established by the Board at the annual planning meeting.

SECTION 6. Any Board Member whose dues are not paid shall not be reimbursed for board-related expenses.

SECTION 7. Special meetings of the Board may be called at a time and place designated by the President, Executive Committee, or upon written request of ten (10) Board members.

SECTION 8. Special meetings of the Executive Committee may be called at a time and place designated by the President or upon written request of five (5) members of the Committee.

**ARTICLE IX
QUORUMS**

SECTION 1. A quorum for a meeting of the Network shall be no less than twenty-five (25) non-Board members.

SECTION 2. A quorum for a meeting of the Board shall be no less than sixteen (16) members.

SECTION 3. A quorum for a meeting of the Executive Committee shall be no less than two (2) of the elected officers and no less than three (3) members of the Committee.

SECTION 4. In the absence of a quorum at any meeting of the Network, Board, or Executive Committee, the President may arrange for another meeting.

**ARTICLE X
PARLIMENTARY AUTHORITY**

Robert's Rules of Order, current edition, shall serve as a guide for the Network, Executive Committee, and Board when they are not in conflict with these BYLAWS.

**ARTICLE XI
NOMINATIONS AND ELECTIONS**

SECTION 1. One-third (1/3) of the Board shall be elected on an annual basis. The term of office for Directors shall be:

- (1) If elected, three (3) years; and,
- (2) If appointed, until term appointed to expires.

The President and President-Elect shall serve three (3) years or for the duration of the term of office, whichever is longer. Ex-Officio Directors shall serve in accordance with ARTICLE IV, SECTION 5 of these BY-LAWS.

SECTION 2. By November 1, the President shall appoint a Nominating Committee composed of five (5) Board members, including the Immediate Past President who shall serve as committee chair unless he or she is a candidate for reelection. If the Immediate Past President is unable to serve as committee chair, the President shall appoint a Director to serve as committee chair. No Director eligible for reelection may serve on the Nominating Committee.

SECTION 3. The Committee shall receive and recommend nominees for election as Directors. The Committee shall strive to nominate more individuals than available positions and achieve a balance representing business, education, government, and labor. Nominations shall be solicited from the Network members and accepted December 1 and ending January 1 by letter, facsimile, electronic format, or KSHN website. Only nominations received from Network members during this period in one (1) of the aforementioned formats shall be eligible for placement on the ballot. In order to be eligible to be placed on the ballot, the nominee's dues shall be paid by January 1.

SECTION 4. The Committee shall confirm whether the nominees are Network members and by January 15 shall notify only nominees who are Network members at the time nominations close. This shall be done and sent by letter, facsimile, or electronic format to the nominee. The nominee shall have ten (10) business days from the date the notification is sent to accept or decline the nomination. A member's acceptance or declination of his or her nomination shall be sent to the Committee by letter, facsimile, or electronic format. Failure to respond shall be considered declination of nomination.

SECTION 5. The Committee shall meet and prepare a ballot. The Nominating Committee shall have final determination regarding the eligibility and acceptance of a nominee. Candidates' names shall be placed on the ballot in alphabetical order. The Board shall approve the ballot.

SECTION 6. No Contest Ballot.

(1) Upon Board approval, the Board may forgo printing and mailing a ballot to Network members if fewer candidates representing business, education, government, and labor are identified on the ballot than positions available.

(2) Upon Board approval, the Board may forgo printing and mailing a ballot to Network members if all candidates representing business, education, government, and labor identified on the ballot are unopposed.

(3) In the event the Board elects to forgo printing and mailing a ballot to Network members as prescribed in ARTICLE XI, SECTION 6 (1) or (2), the Board shall vote on behalf of Network members for the

candidates identified on the ballot at a regularly scheduled Board meeting prior to the annual conference. The requirements established in ARTICLE XI, SECTION 7, (1), (2), (3) and (4)A.4. shall not apply.

SECTION 7. Elections shall be conducted by direct balloting of Network members pursuant to the following procedure:

(1) Ballot Printing

- A. Sufficient ballots shall be printed to satisfy the membership.
- B. The ballot shall be printed in a way to prevent photocopying.
- C. The Executive Committee shall review and approve the printed ballot and accompanying documentation before it is mailed to the members. The review and approval may be conducted electronically provided Executive Committee members are given at least twenty-four (24) hours to review and approve the printed ballot and accompanying documentation.

(2) Ballot Mailing

- A. Members with paid memberships as of January 1 shall be mailed ballots.
- B. A mail ballot shall be sent to Network members no later than March 1. Ballots may be mailed after the March 1 deadline but before March 15 if unknown or inaccurate addresses are corrected. Completed ballots shall be postmarked no later than March 31. Nominees receiving the most votes for the number of available positions within each group shall be the newly elected Directors.
- C. A complete ballot mailing package shall include:
 - 1. One (1) ballot;
 - 2. One (1) inner ballot envelope;
 - 3. One (1) outer return mailing envelope with name and address of member;
 - 4. One (1) election mailing envelope with name and address of member; and
 - 5. Instructions.
- D. Both mailing envelopes shall be checked against the master mailing list.
- E. The ballots shall be mailed via United States Postal Service with address service requested.
- F. The Chair of the Nominating Committee, or a designee, shall mail the ballots.
- G. The Chair of the Nominating Committee, or a designee, shall report the following information, in writing, to the Board at the first board meeting after ballots are mailed:
 - 1. The total number of ballots mailed;
 - 2. The date the ballots were mailed;
 - 3. The United States Post Office location where the ballots were mailed;
 - 4. The source of membership and names and addresses utilized to mail ballots; and
 - 5. A copy of the mailing list shall be attached to this report.

(3) Valid Ballots

A. Ballots valid for tabulation must:

1. Be mailed to, and retrieved from the designated post office box;
2. Be returned in the unaltered inner, addressed ballot envelope and sealed; and
3. The inside envelope must be placed in the unaltered outer return mailing envelope and sealed.

B. Any ballot that does not meet the aforementioned criteria shall be disqualified and not tabulated.

C. The Teller Committee has the final decision whether a ballot is valid.

(4) Teller Committee

A. The Teller Committee shall:

1. Be comprised of at least three (3) and not more than five (5) Board Members;
2. Be appointed by the President and approved by the Board. A Director on the ballot shall not serve on the Teller Committee;
3. Select a chair prior to fulfilling any committee duties;
4. The Chair of the Teller Committee, or a designee selected from the Committee, shall retrieve the ballots from the post office box rented by the Teller Committee Chair for the sole purpose of receiving ballots. The Committee member retrieving the ballots from the post office box may open the outer mailing envelope to ascertain that no monies, registration forms, membership renewals, etc., are in the envelope. The inner ballot envelope shall remain sealed until the committee convenes to tabulate the ballots. The Committee member retrieving ballots from the post office box shall maintain ballots that are not received in the return mailing envelope and present them to the committee when the committee convenes to tabulate the ballots.
5. Tabulate the ballots prior to the Annual Membership Meeting; and
6. Have at least three (3) members present during ballot tabulations;

B. After the ballots are tabulated, the Chair of the Teller Committee, or a designee, shall report in writing to the Executive Committee at its next meeting:

1. The total number of ballots received;
2. The total number of ballots disqualified and reasons for disqualification;
3. The total number of valid ballots cast; and
4. The total number of valid ballots cast for each candidate presented by group in order of the most votes received to the least.

C. The report shall be signed and dated by each teller committee member present for the tabulation.

D. The Chair of the Teller Committee, or a designee, shall report the successful candidates at the Annual Membership Meeting.

(5) Ballot Retention

A. The Chair of the Teller Committee shall retain all ballots for sixty (60) calendar days after reporting to the membership to permit review by any member.

- B. A written request to review the ballots shall be submitted to the Chair of the Teller Committee or the President.
- C. The Executive Committee shall determine the time and location for the review to take place.
- D. If no inquiries are received within the sixty (60) day period, the Teller Committee Chair shall destroy all ballots.
- E. The Teller Chair shall report in writing to the Executive Committee the date and method of ballot destruction.

SECTION 8. In case of a tie, the Board shall select a Director from the tied candidates.

SECTION 9. Newly elected Directors shall be announced at the Network's annual meeting. The term for newly elected Directors shall begin at the conclusion of the annual meeting. The term for exiting Directors shall expire at the conclusion of the annual meeting unless re-elected.

SECTION 10. The election of officers shall be conducted by the following procedure.

- (1) The President-Elect, Secretary, and Treasurer shall be nominated by the Board at the June meeting. The election of these officers shall be held at the July meeting.
- (2) The term of office for Treasurer is two (2) years.
- (3) The office of President-Elect shall alternate among the groups of business, education, government, and labor. The rotation shall continue in the aforementioned order as much as possible.
- (4) Any Director may appear and nominate any Director who is qualified under these BY-LAWS for any office. A Director does not have to be present to be nominated. After a Director has been nominated, he/she shall have five (5) business days to accept or decline the nomination. Acceptance or declination of the nomination shall be done in written form and sent by letter, facsimile, or electronic format to the Secretary. Failure to respond shall be considered declination of nomination.
- (5) Immediately after this period, the Secretary shall prepare a ballot. Candidates' names for the respective offices shall be placed on the ballot in alphabetical order.

SECTION 11. The term for Officers of the Network shall be one (1) year beginning August 1 and expiring July 31, except the Treasurer, whose term shall be two (2) years in accordance with ARTICLE XI, SECTION 9(2). The President may only hold office for one (1) term, unless he or she is filling an unexpired term. The Treasurer shall not serve more than two (2) terms in the same office, unless filling an unexpired term.

SECTION 12. To be eligible for nomination, election, or service on the Board, an individual shall:

Be a member of the Network;

Participate in occupational safety or health, industrial hygiene, or a related field; and,

Perform the majority of his or her work in the Commonwealth of Kentucky or be employed by and report to an organization sited in Kentucky at the time nominations close.

SECTION 13. No appointments or elections shall be made by Network members, Board, or Executive Committee to any office, board, or committee which will increase membership beyond the limits fixed in these BY-LAWS.

SECTION 14. Removal from the Board.

(1) A Director may be removed from the Board upon the written recommendation of five (5) Directors and confirmation of three-fourths (3/4) vote of all Directors present at a called meeting of the Board at which a quorum is established.

(2) Such action may not take place unless the affected Director, and all other Directors, have been notified at least sixty (60) days prior to a meeting at which time a vote may be taken. This notification shall be in written form and sent by letter, facsimile, or electronic format to the affected Director and all other Directors.

(3) The affected Director shall be advised of the charge(s) made and offered an opportunity to address the Board prior to the vote for removal.

(4) A Director that is removed from the Board may not subsequently serve on the Board.

ARTICLE XII COMMITTEES

SECTION 1. The President may appoint committees from the Board as he or she deems necessary for the operation of the Board or Network. Any Board member may attend and have a voice at any committee meeting.

SECTION 2. The President-Elect shall be a member of all committees.

ARTICLE XIII ANNUAL CONFERENCE

SECTION 1. An annual conference shall be held. Its purpose shall be to promote workplace safety and health.

SECTION 2. A registration fee established by the Executive Committee and approved by the Board shall be charged.

SECTION 3. Conference activities shall be established or abolished by the Executive Committee subject to approval by the Board in accordance with requirements, interests, and support of the Network membership.

SECTION 4. A Conference Committee Chairperson and Co-Chairperson shall be appointed by the President and approved by the Board. The Chairperson shall coordinate the arrangements for the conference, subject to the approval of the Board. The Co-Chairperson shall assist the Chairperson and act as Chairperson in the event of the Chairperson's absence.

SECTION 5. Upon prior request to the event, and subject to Executive Committee approval, the Network may pay the registration, lodging, and other necessary expenses for a Board member to attend the annual conference or annual planning meeting, or both, if the Board member's employer will not.

SECTION 6. Network payment of conference registration does not include Board member Network dues.

ARTICLE XIV SPONSORSHIP

SECTION 1. Sponsorship is an expression of fiscal support of the Network's mission and objectives.

SECTION 2. Profit or non-profit organizations, as well as individuals, may participate in, and be recognized for, Network sponsorship.

SECTION 3. There are eight (8) levels of sponsorship.

- (1) Platinum
- (2) President
- (3) Benefactor
- (4) Special Sponsor
- (5) Sponsor
- (6) Supporter
- (7) Associate
- (8) Friend

SECTION 4. Sponsorship, regardless of level, shall not include voting privileges.

SECTION 5. Recognition of sponsorship and the level of sponsorship includes, but is not limited to, publication by name and sponsorship level in Governor's Safety and Health Conference and Exposition literature.

ARTICLE XV FISCAL YEAR

The fiscal year of the Network shall begin on January 1 and end on the following December 31.

ARTICLE XVI NETWORK EMBLEM

SECTION 1. The official emblem of the Kentucky Safety and Health Network, Inc. shall be a four (4) bar cross composed of lines spaced equidistant and the cross formed by bold lines in the center of the emblem. The center of the cross shall be formed by a hollow circle in which two (2) hands shall appear to be shaking. The words "Business" "Education" "Government" and "Labor" shall be emblazoned on the end of each cross line.

SECTION 2. The emblem may be used only with the expressed consent of the Board or Executive Committee.

SECTION 3. The emblem shall be registered as a service mark of the Kentucky Safety and Health Network, Inc. with the Secretary of State's office of the Commonwealth of Kentucky.

**ARTICLE XVII
AMENDMENTS**

SECTION 1. These BYLAWS may be amended by the Board. Any Network member may submit a proposed amendment to the Board for consideration. A two-thirds (2/3) affirmative vote of the Board members present at a called meeting of the Board at which a quorum is present; or, a two-thirds (2/3) affirmative vote of all Board members if conducted by mail ballot, shall be required to adopt a proposed change in these BYLAWS.

SECTION 2. All proposed changes to these BYLAWS shall be submitted in writing to Board members present at a called meeting of the Board at which a quorum is present at least thirty (30) days prior to a vote.