

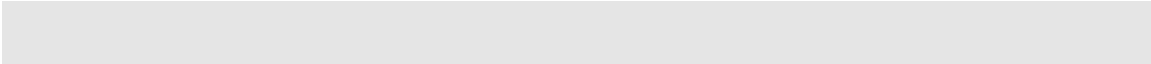
Public Employee Safety Council of Alabama

Constitution and By-Laws

Adopted April 4, 2000

Revised and Restated September 5,

2007



CONSTITUTION

ARTICLE I – NAME

The name of this organization shall be the Public Employee Safety Council of Alabama (P.E.S.C.A.).

ARTICLE II – MISSION

The mission of this organization is to provide a forum for safety, health and risk management practitioners to meet and share information that will help prevent injuries and accidents, and protect assets and public service capabilities from the consequences of accidental and fortuitous loss so that employees and the public may enjoy safe and healthful surroundings in their daily pursuits.

ARTICLE III – MEMBERSHIP

Any person who subscribes to the objectives of this organization and is willing to actively support it shall be eligible for membership. Membership categories shall be: Regular, Associate, Honorary and Retired.

ARTICLE IV – OFFICERS AND ADMINISTRATION

PESCA shall be governed by a Board of Directors. The officers of the organization shall be the President, Vice President, Secretary/Treasurer.

ARTICLE V – MEETINGS

PESCA shall conduct regularly scheduled meetings of the membership. Due notice of all meetings shall be served upon the membership prior to the scheduled meeting date.

ARTICLE VI – COMMITTEES

Standing Committee Chairpersons shall be recommended by the President and approved for appointment by the officers of organization. Chairpersons of Special Committees shall be appointed at the discretion of the President.

End of Constitution

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BY- LAWS

ARTICLE I – NAME

The name of this organization shall be the Public Employee Safety Council of Alabama (P.E.S.C.A.).

ARTICLE II – MISSION

All persons who desire to become Members of this organization shall subscribe to the mission as outlined in Article II of the Constitution.

ARTICLE III – MEMBERSHIP

1. The membership shall consist of Regular, Associate, Honorary, and Retired memberships.
 - 1.1. Regular Membership: Membership in the organization shall be open to all public institution safety and risk management personnel including federal, state, county, municipal and township activities, public school systems, colleges, universities, hospitals, commissions, authorities, and any other political subdivisions of the State; employees of other non-profit organizations having a direct influence on safety and health.
 - 1.2. Associate Membership: Any individual involved in the design, production or marketing of safety and risk management products and services who do not meet the qualifications or requirements for regular membership.
 - 1.3. Honorary Membership: Honorary membership may be conferred by unanimous vote of the members upon individuals who have made distinguished contributions to the safety and risk management profession, or this organization. Honorary Members shall not be entitled to vote or hold office and shall be exempt from payment of dues.
 - 1.4. Retired Membership: Retired membership may be conferred upon members of the organization upon their retirement from the pursuit of their livelihood through active employment, and upon written request of such membership. Retired Members shall be entitled to vote and hold office and shall be exempt from payment of dues.
2. Admission: An applicant becomes a regular member upon acceptance of the application, payment of dues, and confirmation by the Membership Committee that they meet all eligibility requirements outlined in paragraph 1 above.
3. Revocation: The Board of Directors may revoke the membership of any person for nonpayment of dues, or for other just cause. A person considered for membership revocations, except for nonpayment of dues, shall be provided written notice of the proposed

action by the Board of Directors and is given opportunity to show cause as to why the membership should not be revoked.

ARTICLE IV – OFFICERS AND ADMINISTRATION

1. The following shall constitute the officers of the Organization:

- President
- Vice President
- Secretary/Treasurer

1.1. The President shall exercise general supervision over the affairs of the organization, preside over all meetings of the organization, be a member ex-officio of all committees and perform all duties incident to the office of President. The President shall be responsible for authorizing expenditure or commitment of organization funds, and shall counter-sign all organization checks issued on behalf of PESCA in excess of \$200.00. Any expenditure in excess of \$500 or 20% of the current treasury balance, whichever is less, shall require the approval of the Board of Directors.

1.2. Vice President: The Vice President shall assist the President and shall preside in the absence of the President. In addition, the Vice President shall carry out any other duties as directed by the President. The Vice President shall succeed to the office of the President until the next regular election, should the office become vacant. The Vice President shall be responsible for providing the program for each regular meeting. The Vice President shall see that audit of financial records is performed and shall sign or countersign organization checks in the temporary absence of the President or Treasurer. The Vice President shall develop and administer program content and selection criteria. The Vice President shall be chairperson of the membership committee, lead in membership recruitment and retention and shall carry out any other duties as directed by the President

1.3. Secretary/Treasurer: The Secretary/Treasurer shall maintain a written record of the proceedings of all meetings of the Board of Directors and of the organization, mail all notices of meetings and the affairs of the Organization, and perform such other duties as may be assigned by the President or Board of Directors. The Secretary/Treasurer shall be responsible for the accounting of the funds of the organization, shall maintain a complete records of receipts and disbursements, and shall render a true and complete report relative to the affairs of the office at each meeting. The Secretary/Treasurer shall prepare and sign all organization checks and deliver to the President or Vice President all checks over \$200.00 for counter-signature.

1.4. Board of Directors: The governing body of this organization will be an executive board called the Board of Directors, chaired by the President, consisting of the immediate Past President, Vice President, Secretary/Treasurer, and standing Committee Chairpersons. It shall be the duty of each Member of the Board of Directors to attend each meeting of the Board of Directors. The Board of Directors shall control and manage the affairs and finances of the organization and shall have the authority to take actions that will serve

the best interest of the organization and its members. The Board of Directors shall have no authority to expend or commit funds, or otherwise cause indebtedness of the organization unless such expenditures, commitment or indebtedness is approved in advance by two-thirds (2/3) majority vote of the membership at a regular meeting. The Board of Directors shall review and unanimously approve special announcements before mailed to the membership or to prospective members.

- 2. The fiscal year of the organization shall be October 1st through September 30th.

ARTICLE V – NOMINATIONS AND ELECTIONS

- 1. The Nominating Committee and its Chairperson are appointed by the President and shall consist of not less than three (3) members. The Nominating committee will recommend a slate of officers for membership vote at the fourth (4th) quarter organization meeting of the year proceeding the year that the new term of officers shall begin. The slate of officers will be announced by postal mail or e-mail to the membership thirty (30) days prior to the fourth (4th) quarter meeting. Officers shall be elected at the fourth (4th) quarter meeting from the slate of candidates presented by the Nominating Committee and any eligible and consenting members nominated from the floor. A simple majority vote of those regular members in attendance will be required for a candidate to win election.

The following officers shall be elected:

- President
- Vice President
- Secretary/Treasurer

In the event of a vacancy in an officer’s position it shall be filled by automatic succession and a special election held in accordance with Article V, Section 1, of the by-laws.

- 2. After the initial election, no member of this organization shall be eligible for any office or directorship unless he/she has been a member in good standing for at least one year immediately preceding the election.

ARTICLE VI – TERM OF OFFICE

- 1. The term of office of all officers and directors shall commence on January 1 of the designated year.
- 2. The term of office of all officers and directors shall be for a period of two years. No member shall hold the same office for two consecutive terms.

ARTICLE VII – VACANCIES

A vacancy may exist in any office for the following reasons:

- Death

- Resignation in writing
- Physical inability to perform the duties of the office
- Removal from the office for cause

The Membership Committee may, by a majority of vote, make recommendation to the President to vacate any office for cause or whenever the Membership Committee shall determine that the incumbent is physically incapable of performing the duties of such office. The officer shall be given, by certified mail, written notice of any such proposed action together with a detailed statement of the reasons thereof at least thirty (30) days before removal action. The officer affected shall have the right to appeal such action to the Board of Directors within twenty (20) days after receipt of such notice.

ARTICLE VIII – MEETINGS

The organization shall meet regularly, at its discretion, and a minimum of quarterly. The date is determined by and may be changed by two-thirds (2/3) majority vote of members in attendance in a meeting. The Program Committee Chairperson, together with the President and Vice President, shall determine the location of Organization Meetings. The President may call a special meeting at any time deemed necessary. Regular, Annual and Special meetings shall be announced in writing or electronically to the membership a minimum of fifteen (15) days in advance.

1. Annual Meeting: The purpose of the Annual Meeting shall be to conduct workshop training sessions or any other means to further the safety and risk management profession, present annual reports, financial statements, and other transactions of business as shall be brought before it. Awards may also be presented.
2. Special Meetings: Special Meetings of the organization may be called by the President on his/her own motion. Any other officer upon approval of the Board of Directors may call special Meetings. Regular Members of the organization may, upon approval of the Board of Directors or upon presenting written approval of two thirds (2/3) majority of the regular membership, call for a special meeting of the organization.
3. Committee Meetings: Committees shall meet as often as necessary to accomplish their goals.
4. Notice of Meetings: Written notice of the purpose, time and place of all Regular, Annual or Special Meetings of the organization shall be given by the Secretary to all members. Such notice shall be served to members no less than fifteen (15) days and no more than sixty (60) days prior to the meeting.
5. Quorum: For any meeting, a quorum shall consist of at least one-third (1/3) of total voting membership.
6. Voting: Each Regular Member, Associate Member or Retired Member in good standing and present shall be entitled to one (1) vote. Except as otherwise provided by the Constitution or

by-laws of the organization, a majority of the votes cast by the membership present at a meeting duly called shall be sufficient to take or authorize action upon any matter which may properly be brought before the meeting. Votes may be cast by proxy through electric means.

7. Authority: Except where inconsistent with these by-laws, Robert's Rules of Order shall govern the conduct of the meetings of the organization.
8. Board of Director's Meetings: The Board of Directors shall meet regularly prior to each regular scheduled meeting. The President may call special Board of Directors Meetings at any time deemed necessary.

ARTICLE IX – COMMITTEES

1. Standing Committees: The Standing Committees of the organization may be as follows as determined at the discretion of the President or Board of Directors:

- Education and Professional Development Committee
- Membership Committee
- Program Committee
- Public Relations Committee
- Awards and Assistance Committee

1.1 Budget and Finance Committee: The Budget and Finance Committee shall consist of not less than three (3) members. The Budget and Finance Committee's primary responsibilities are to plan, establish, and execute the organization's financial program; prepare and present the organization's annual report, financial analyses and statement; supervise, coordinate and review the Committee's budget proposals for the year. The Committee's Chairperson shall make periodic reports to the President on the status of their activities. The Treasurer shall be an ex-officio member of the Committee.

1.2 Education and Professional Development Committee: The Education and Professional Development Committee shall consist of not less than three (3) members. The Education and Professional Development Committee's primary responsibilities are to plan, establish, and coordinate educational programs subject to approval by the Board, which further the knowledge, expertise and professionalism of the membership, such as organizing workshops and seminars; and towards certification of the organization members. The Committee Chairperson shall make periodic progress reports to the President on the status of the Committee's activities.

1.3 Membership Committee: The Membership Committee shall consist of not less than three (3) members. The Membership Committee's primary responsibilities are to organize an effective recruiting program; to prepare materials for distribution to potential members or to help familiarize them with the organization; and to work with the President on membership problems. The Membership Committee shall prepare an annual membership list of paid members in good standing, and include the year in the heading, for

presentation at the first Board of Directors Meeting of the organization year. This list shall be effective January 1st. This membership list and updated lists will be prepared and presented to the Board and to the membership through the newsletter. The Committee's Chairperson shall make periodic progress reports to the President on the status of their activities. The Committee shall be responsible for collecting the membership dues, conveying dues to the Treasurer for deposit, and sending out delinquent notices where necessary.

- 1.4 Program Committee: The Program Committee shall consist of not less than three (3) members. The Program Committee's primary responsibilities are to plan, develop and coordinate information programs, which are educational in nature, for the membership. Responsibilities shall include arrangements for guest speakers at meetings and to arrange for audio visual aids, panels and/or other appropriate methods to achieve the desired objectives. The Committee Chairperson shall make periodic progress reports to the President on the status of the Committee's activities.
- 1.5 Public Relations Committee: The Public Relations Committee shall consist of not less than three (3) members. The Public Relations Committee's primary responsibilities are to inform the membership of PESCA's cultural and educational activities as well as social events. The Public Relations committee shall collect articles, prepare, edit and publish the organization's newsletter every other month, fifteen (15) days before the organizations regular meetings. The Committee shall collect and send articles to members' local newspaper, to publicize individual achievements as well as those of the Organization. The Committee's Chairperson shall make periodic progress reports to the President on the status of the Committee's activities.
- 1.6 Research and Library Committee: The Research and Library Committee's primary responsibilities are to conduct research for the organization and to collect materials for the library. The committee shall furnish copies of materials from the library to members requesting them and replenish materials as necessary. The Committee's Chairperson shall make periodic reports to the President on the status of the Committee's activities.
- 1.7 Awards and Scholarship Committee: The Awards and Scholarship Committee shall consist of the Vice President, Chairperson of Educational and Professional Development Committee and a member-at-large from organization membership, nominated by the President and approved by the Board of Directors. The Awards and Scholarship Committee shall establish and review procedures and criteria for the selection of a Public Employee Safety Council of the Year award, a Safety Trainer of the Year award and/or Risk Manager of the Year award. This committee shall also establish and review procedures and criteria for scholarship award(s). Scholarship awards may be provided to potential PESCA members as payment of membership dues. Scholarship awards may be provided to active PESCA members for continuing education in the field of safety and/or risk management.

Any recommended changes shall be submitted to the membership, in writing, at least thirty (30) days prior to the next regular meeting in order to vote on the recommendation at that meeting.

1.8 Legislation Liaison Committee: The Legislation Liaison Committee shall consist of not less than three (3) members. The Legislation Liaison Committee's primary responsibilities are to maintain liaison with legislative committees which deal with procurement matters; to give to committees the view of the organization; to inform membership of legislative activities and matters.

1.9 Special Committees: From time to time, the President may appoint Special Committees. The Chairperson of such a committee shall keep the President advised at all times on the activities of the Committee and shall render such progress reports as required by the President.

ARTICLE X – FINANCING

1. Association Dues

- a. The following guidelines have been established for the payment of dues for membership to the Public Employee Safety Council of Alabama hereafter referred to as P.E.S.C.A.

2. Membership Period

- a. The membership period for P.E.S.C.A. is October 1st to September 30th.

3. Current Members

- a. Membership dues for the upcoming year shall be payable beginning October 1 and must be received no later than the second week of October.

4. New Members

- a. New members joining P.E.S.C.A. may do so anytime during the year. Dues for new members will be prorated according to the quarter in which dues payment is received.
- b. Those joining P.E.S.C.A. between October 1 and December 31 pay the full year's Total Membership Fees.
- c. Those joining P.E.S.C.A. on or after January 1, but before March 31st, pay 75% of the annual Total Membership Fees.

- d. Those joining P.E.S.C.A. on or after April 1, but before June 30th, pay 50% of the annual Total Membership Fees.
 - e. Those joining P.E.S.C.A. on or after July 1, but before September 30, pay 25% of the annual Total Membership Fees.
5. Contributions and Gifts: The organization may receive financial contributions in support of its activities.
 6. Fund Raising: The organization may conduct fund raising functions to support its activities. No person, officer or member, may in the name of the organization, solicit or receive gifts or contributions of any kind without the approval of the Board of Directors or from the President.
 7. A record of paid and non-paid member dues shall be maintained by the Secretary/Treasurer.

ARTICLE XI – AMENDMENTS

1. Time for Filing Proposals for Amendments: All proposals to amend, alter, or repeal any part of the Constitution and/or by-laws must be mailed or delivered electronically to the membership thirty (30) days prior to the meeting that would consider the changing of same.
2. Amendments: At designated meetings of the organization, the membership may, by two-thirds (2/3) majority vote of members in good standing and present, alter, amend, or repeal any part of the Constitution and by-laws, adopt a new Constitution and by-laws, or direct the Board of Directors to cause any provision of the Constitution and by-laws to be altered, amended, repealed or adopted, however, that no provision of the Constitution and by-laws to be amended would be inconsistent with the organization status as a nonprofit corporation under the laws of the State of Alabama nor would infringe on the rights of a third party.

ARTICLE XII – SEPARABILITY

If any Section of the Constitution and by-laws are found to be unjust or unconstitutional, it shall not affect any other portion.

End of By-Laws