



# Grain Handling Safety Coalition

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## By-laws

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Draft for approval

11/1/2015

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**Grain Handling Safety Coalition**

# **Grain Handling Safety Coalition By-laws**

## **Article I. Purpose and Description**

### **Section 1.01 Statement of Purpose**

The GHSC is a national network for the exchange of information concerning safety issues in the grain handling and storage industry. GHSC works toward bringing new levels of understanding and cooperation between stakeholders and forming new relationships in the industry. It provides a forum and a unified voice to spread a consistent message of prevention, safety, and best practices across the grain industry spectrum through education, training, awareness, and resources.

The GHSC strives to operate with the principles of openness, idea exchange, respect for all aspects of the industry, transparency and cooperation.

### **Section 1.02 Mission Statement**

GHSC commits "to prevent and reduce accidents, injuries and fatalities across the grain industry spectrum through safety education, prevention, and outreach".

### **Section 1.03 Description**

#### **The Grain Handling Safety Coalition is:**

1. A coalition of volunteers from the commercial and agricultural production grain industry, government agencies, regulators, educational institutions, rural health, advocacy groups, associations, related agri-business (insurance, equipment & service providers, manufacturers, etc.) and concerned individuals.
2. A coalition in which policy setting and decision-making is through consensus or voting of the coalition members or board of directors (consensus is defined as "general agreement or accord").
3. A coalition which offers membership to anyone of a group willing to further the coalition's mission.
4. A coalition supporting federal safety laws and Best Practices for safety and working to enhance, develop, teach, and share safe work practices.

The work of the Grain Handling Safety Coalition is carried out through its volunteer members, a Board of Directors, Committees, and, when applicable, a grant administrator/principle investigator, grant coordinator, and/or contracted paid staff.

## **Article II. Membership**

The GHSC seeks a broad range of membership. Membership in the coalition will be persons interested in furthering the mission of the coalition and consist of anyone whose application for admission as a member has received the approval of the Board of Directors.

1. Members agree to abide by these by-laws and other, principles, guidelines and/or policies established by the GHSC and/or any grant requirements/guidelines, if applicable, to a project.
2. Membership fees or dues shall be determined by the Board of Directors.
3. Members have voting privileges.
4. The Board of Directors has the authority to establish and define non-voting categories of membership.
5. Any member may withdraw from the Coalition by giving notice to a board member to remove the person from the roster.
6. Members can be removed by a 2/3 majority vote of the Board of Directors. Removal will be for not supporting the mission's objectives, violating or refusing to comply with the current Bylaws or any rules, regulations or policies adopted by the Board, or for unethical practices or for behavior deemed harmful to GHSC.
  - a) The member removed can be reinstated by a 2/3 majority vote of the Board provided the reasons for removal have been remedied.
7. An active member is defined as a member who has attended at least one meeting since the past annual meeting.

## **Article III. Meetings of Members**

### **Section 3.01 Annual and Other Meetings**

An annual meeting will be held at the direction and location (and/or by teleconference call and/or other interactive technology (that allows for communication between all participants) set by the Board. At the annual meeting the members will elect directors and officers, receive reports on the activities of the GHSC, and determine the direction of the GHSC for the coming year. The annual meeting will be held between September 1 and December 31 each calendar year.

Additional regular meetings can be scheduled as needed by the Board.

Special meetings may be called by the President or a simple majority vote of the Board of Directors.

Board approved committee chairs can convene other meetings as needed. Notice is to be provided to the secretary and/or grant coordinator, as applicable.

Participation in a meeting through teleconference or other interactive technology constitutes attendance and presence in person at a meeting.

### **Section 3.02 Meeting Notice**

Annual and regular meeting notice will be delivered to the general membership roster by electronic means at least 14 calendar days prior to the meeting date at the last email address provided by the member.

Special meeting notice will be delivered to the general membership roster by electronic means at least 5 calendar days prior to the meeting date at the last email address provided by the member and include the purpose of the special meeting.

### **Section 3.03 Quorum**

Membership quorum is defined as 30% of active membership.

## **Article IV. Board of Directors**

### **Section 4.01 Board of Directors**

The Board of Directors (hereafter called the "Board") has oversight of the Grain Handling Safety Coalition and its committees. The Board can appoint another person or staff to act on its behalf and carry out its decisions.

### **Section 4.02 Composition of the Board of Directors**

The Board of Directors will consist of no less than five (5) nor more than nine(9) Directors including the following officers: the President, the Vice-President, the Treasurer and the Secretary.

1. Officers will represent different stakeholders within the Coalition membership.
  - a) No one industry related group will comprise more than half the officers.
2. Other non-officer Directors will represent the diversity of the coalition.
  - a) There should be a conscientious attempt to have one Director from each representative industry related group (stakeholders) but no more than two Directors from any one represented industry related group.
3. No one representative industry related group will comprise more than half of the whole Board or hold a majority on the whole Board.
4. The Board of Directors can appoint non-voting ad hoc members, ex officio directors, or advisors as needed.

### **Section 4.03 Duties and Powers**

The Board will have general charge of the affairs of GHSC and it is their duty to carry out the aims and purposes of GHSC, work in the best interests of the GHSC and its members, take direction from the GHSC membership and is not to make decisions or take action in conflict with the GHSC. The Board will promote GHSC, its mission, resources and training and be committed to safety and prevention. To these ends, the Board may exercise all the powers of GHSC subject to this governing document. Specific duties of the Board other than those contained within this document or listed below are contained in the job descriptions.

### **Specific Duties of the Board of Directors:**

1. GHSC management and internal issues related to GHSC management or structure.
2. Adopt rules, policies, procedures, and/or budgets, as needed, to carry on the business of the Board, GHSC, and/or any grants, provided they are not in conflict with these by-laws or other governing rules or regulations.
3. Determine the date, hour, and place of GHSC meetings and provide notice.
4. Authorize the issuance of contracts for services and/or staff, purchases, or other needs necessary to carry out GHSC business and/or a grant when applicable.
5. Provide GHSC election oversight.
6. Perform other duties as are specified in these bylaws, directed by the GHSC membership, or required by a grant.

### **Section 4.04 Directors**

The non-officer Directors assist the Officers of the Board in carrying out GHSC's mission, goals, and projects. They provide additional leadership and guidance to the Coalition. Directors should represent different aspects of the grain industry to bring various perspectives to the GHSC.

1. Assume leadership roles to create an organizational structure that allows the GHSC to grow and develop.
2. Serve as ambassadors for the GHSC.
3. Provide leadership toward refining a "vision" and a path to achieving the vision.
4. Build GHSC membership through their networks and contacts.
5. Fill vacant committee positions as applicable or recruit appropriate coalition members to do so.
6. Work toward the sustainability of GHSC.
7. Ensure adequate financial resources and secure the resources required for the organization to fulfill its mission.
8. Attend the annual meeting and 50% of other scheduled meetings during the year between annual meetings of the Board.
9. Serve on at least one Board appointed committee or assume responsibility for one special project.

### **Section 4.05 Quorum**

A 51% majority of the Board constitutes a quorum. A majority vote from those Directors participating in a vote will pass a measure unless otherwise specified in these by-laws. The act of the majority of Directors participating in a vote in which a quorum is present will be considered an act of the Board of Directors and is final. Votes may be taken verbally or through electronic means as determined by the President.

1. An electronic vote will remain open as specified in the notice or otherwise specified through bylaw, unanimous written consent, or law.
2. The Board may use unanimous written consent in accordance with State laws.

## **Section 4.06 Terms and Conditions**

### **(a) Officers**

Officers serve a two (2) year term or until their successors are elected. Duties are assumed at the close of the meeting at which they are elected. No officer will serve more than 3 consecutive term(s) in the same office unless a successor is not elected. Officers will be elected by the Board at the annual meeting.

1. The first Officers were appointed in June 2015 and officially take over leadership upon adoption of the by-laws before December 31, 2015.

### **(b) Other Directors**

Directors (non-officers) serve a two (2) year term or until their successors are elected. Duties are assumed at the close of the meeting at which they are elected. Directors may serve up to 3 consecutive terms. Directors should have a one (1) year hiatus before re-election to a Director position unless no other successor is elected. They do not need a hiatus to be elected an officer.

1. The first Directors other than the appointed Officers will be elected upon adoption of these by-laws.
2. The Director positions will be staggered. No less than one-third  $1/3$  or no more than one-half  $1/2$  of the Directors' positions will be up for renewal at any one election cycle.
3. The first Directors may have abbreviated or lengthened first terms in order to establish an election cycle. A first term less than two (2) years does not count toward the consecutive terms.

## **Section 4.07 Resignation**

A Director may resign at any time by giving written notice to the Board including a date of resignation.

## **Section 4.08 Vacancy**

The Board may declare a Director or Officer position vacant. A vacancy of any Director or Officer, except president, will be filled by the Board of Directors for the unexpired term. In the event the president office is vacant, the vice president will assume the duties for either the unexpired term or until a special election can be held with the GHSC membership upon decision of the Board.

## **Section 4.09 Forfeiture**

Any member of the Board of Directors who fails to attend the annual meeting (unless notice of absence is provided to the President and due to a legitimate reason as determined by the Board) and/or fails to fulfill any of his or her requirements as set forth in Section 4.04 of this Article by the next annual meeting shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 4.04 of this Article are not entitled to vote at the annual meeting and are not entitled to the removal procedures in Section 4.10 of this Article in these by-laws.

## **Section 4.10 Removal**

### **(a) Removal of Director**

A Director may be removed, with or without cause, by a vote of two-thirds (2/3) majority of the membership present at a meeting where written notice of the vote has been provided to the members.

1. No director shall be removed at a meeting of members entitled to vote unless the written notice of such meeting is delivered to all members entitled to vote on removal of directors at least ten (10) days in advance of the proposed action. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice.
2. Only the named director or directors may be removed at such meeting.
3. A Director who receives an affirmative vote for removal as a member of the Board of Directors will be automatically removed from office and relieved of his or her duties.

### **(b) Removal of Officer**

An Officer may be removed with cause for actions in conflict of the GHSC members' decisions & direction or actions detrimental to GHSC, unethical practices or gross dereliction of duty by three-quarters (3/4) of the Board members voting at a meeting where written notice has been provided. No Officer of the Board of Directors will be expelled without an opportunity to be heard and notice of such motion of expulsion will be given to the Officer and Board members in writing twenty (20) days prior to the meeting at which the motion will be presented, setting forth the reasons to the Board for expulsion of the Officer. An Officer who receives an affirmative vote for removal will be automatically removed from office and relieved of his or her duties.

## **Section 4.11 Conflict of Interest**

Directors must disclose any actual or possible conflict of interest to the Board such as a relationship or activity in which personal profit or gain, either directly or indirectly, could be derived from the Director's membership on or service to the Board and/or which may affect the independence of judgement regarding the best interests of GHSC, or give the appearance of impropriety or misrepresent GHSC's endorsement of any activity. Procedures are outlined in the conflict of interest policy.

## **Section 4.12 Meetings and Notice**

### **(a) Annual Meeting**

An annual meeting of the Board of Directors will be held at a time and day and location designated by the Board of Directors between September 1 and December 31 of each calendar year. The Board may provide for regular meetings through notification of the time and place of meeting to the Directors. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date through electronic means at the last email address provided by the Director. These meetings can be held in person and/or by teleconference and/or other interactive technology (that allows for communication between all participants).

### **(b) Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any member of the Board of Directors. The person or persons calling the special meeting of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them. These meetings can be held in person and/or by teleconference and/or other interactive technology.

### **(c) Notice for Special Meetings**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone or electronic methods and include the purpose of the meeting.

### **(d) Notice of Waiver**

Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or annual meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

### **(e) Participation**

Participation in a meeting through teleconference or other interactive technology constitutes attendance and presence in person at a meeting.

## **Article V. Officers**

Officers serve to provide leadership and accountability to GHSC and perform the administrative tasks associated with an organization. Officers will maintain the integrity of GHSC, promote GHSC, grow membership and contribute as stated in the Directors section.

### **Section 5.01 President**

1. Provides overall leadership to the GHSC and to the Board of Directors.
2. Acts as a public face and spokesperson for GHSC or assign others to act in this capacity.
3. Ensures representation of the GHSC's diverse membership in projects.
4. Preside at all GHSC and Board meetings and other GHSC events or assign others to act in this capacity.
5. Ensures grant compliance by GHSC or assign another to act in this capacity, as applicable.
6. Fulfills other duties as may be assigned by the Board, GHSC policies or in the by-laws or voted on by GHSC membership.

### **Section 5.02 Vice President**

1. Assists the president in providing leadership, and acting as public face and spokesperson for GHSC.

2. Ensures representation of the GHSC's diverse membership in projects.
3. Serves as a "parliamentarian" during meetings as necessary or assign another person to this role.
4. Performs the presiding duties of the president in the absence of or at the request of the president.
5. Fills the unexpired term if a vacancy occurs in the office of president.
6. Fulfills other duties as may be assigned by the Board, President, GHSC policies or the by-laws.

### **Section 5.03 Treasurer**

1. Oversees funds, acts as custodian of funds as applicable, and disburses funds as directed and/or applicable.
2. Assists the grant administrator, as applicable, with financial compliance of grants.
3. Maintains GHSC accounts and present a financial statement as applicable, appropriate, or requested to the Board and/or GHSC.
4. Fulfills other duties as may be assigned by the Board, President, GHSC policies, or the by-laws.

### **Section 5.04 Secretary**

1. Prepares the minutes of all GHSC and Board meetings and disburse as directed by the Board.
2. Is custodian of all documents, bylaws, minutes, correspondence or other written records.
3. Conducts correspondence for the Board, the president, and/or GHSC.
4. Sends meeting notifications to GHSC members (electronic and/or phone call).
5. Serves as a voting ex officio member of GHSC approved committees, advisory panels, or other groups established to conduct GHSC work and take minutes of the meetings/decisions/activities.
  - a) Assigns another representative to take minutes as appropriate.
6. Works with the grant administrator and/or grant coordinator, as applicable, to ensure grant requirements for reporting and record keeping are met.
7. Fulfills other duties as may be assigned by the Board, President, GHSC policies or the by-laws.

## **Article VI. Committees**

The Board will have the power to establish standing committees, task forces and ad hoc committees to carry out the work and planning of the coalition. All committees and/or task forces operate under the direction of the Board. The Board may appoint Directors or others (including members and non-members) to serve on the committee and/or to serve as committee chairs. All members of the committee, including chairs hold their positions at the will and discretion of the Board.

1. All forms of committees will operate under GHSC by-laws and policies and, as applicable, Illinois statute (805 ILCS 105/108.40) (from Ch. 32, par. 108.40).
2. The authority of the Board supersedes the authority of the committee/taskforce on any matter.
3. Committee/task force recommendations are presented to the Board for approval unless otherwise provided by the Board.
4. Committees cannot operate independent of the full GHSC membership.

5. Committees/task force cannot act on behalf of the GHSC or make statements on behalf of the GHSC unless authorized to do so by the Board.

## **Article VII. Grant Application & Award**

GHSC may apply for and be awarded grant funding from various government, educational, or private institutions and/or may partner with other organizations to apply for grant opportunities. The Board approves application to grant opportunities that support the GHSC mission. When grants are awarded for GHSC projects, the grant regulations and the accepted grant proposal guide the project and supersede other decisions as applicable. The Board is responsible for overseeing the successful completion of awarded grants and compliance to all grant requirements which may include the selection and hiring of a fiscal sponsor and/or grant administrator and/or grant coordinator.

### **Section 7.01 Use of a Fiscal Sponsor**

The Board may seek a fiscal sponsor to obtain a grant. The Board is responsible for compliance with the policies of the fiscal sponsor regarding financial management of the grant.

#### **A fiscal sponsor will:**

- Be responsible for the financial management of the grant including financial reporting and auditing.
- Keep records of the grant per its requirements.
- Keep GHSC informed timely of its financial management practices including the methods & requirements to obtain contracts, purchases and payment and, as applicable, notify GHSC when contracts are due to expire and/or are within 25% of depletion of allowed contract funds.
- Provide financial statements to the Board upon request.
- Provide an accurate accounting of grant funds 90 days prior to the grant termination.
- Not take action on the grant in conflict with GHSC.

## **Article VIII. Elections and Election Procedures**

### **Section 8.01 Nominations**

The Board of Directors is the Nominating Committee for officer elections. The President will appoint a Chair of the Nominating Committee. During the annual meeting or other meeting as scheduled to elect officers, the Chair of the Nominating Committee will present nominations and ask for nominations from the floor during the meeting.

### **Section 8.02 Elections**

Directors are elected every two years by the general membership of the GHSC at a scheduled meeting.

1. GHSC members will be provided notice of the meeting and election at least 14 days prior to the meeting.

2. Only those GHSC members attending the meeting (including those attending by conference call who are GHSC members) are eligible to cast a vote.
  - a) The Board reserves the right to allow electronic voting for members who cannot be in attendance at the election meeting.
3. Election is determined by simple majority.
4. No proxy votes are allowed.

### **Section 8.03 Voting**

Votes regarding issues and actions are among those members present at meetings, including those members present by telephone conference and/or other interactive technology. Only members are allowed to vote. Non-members are not eligible to vote. A simple majority of those voting passes a measure.

The Board of Directors reserves the right to allow electronic voting on governance issues of importance or other issues of importance determined by the Board:

1. For those members who cannot be present at the specific meeting.
2. For the full coalition when a vote is needed prior to a scheduled meeting.
3. Instructions for electronic voting and a description of the issue will be emailed to GHSC members.
4. No proxy votes are allowed.

### **Article IX. Amendments to By-laws**

Any member of the Board may propose an amendment to the By-Laws. The proposed amendment will be adopted if it is approved by 2/3 of the GHSC membership at any regular or special meeting or through electronic voting as determined by the Board. Notice of the proposed amendment and vote will be included in a meeting notice to be sent electronically at least 14 days prior to the meeting. Amendments to the by-laws take effect immediately unless otherwise stated.

### **Article X. Adoption of Bylaws**

The GHSC By-laws are adopted on November 6, 2015 and take effective immediately upon adoption.

## Certification

As Directors and Officers of the Board of Directors for the Grain Handling Safety Coalition, we certify these Bylaws were adopted by a majority vote of the voting membership.

\_\_\_\_\_  
President

\_\_\_\_\_  
Date

\_\_\_\_\_  
Vice President

\_\_\_\_\_  
Date

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date

\_\_\_\_\_  
Director

\_\_\_\_\_  
Date