

**Alliance for Chemical Safety Bylaws**  
**Revised January 2015**

**Article 1 - Name and Mission**

The Alliance for Chemical Safety (herein called ACS) is a group of Greater Cincinnati industries, government agencies, emergency responders, non-profit organizations, and community representatives who join together to promote better public understanding and involvement in chemical risk management.

The ACS mission statement is to “Effectively promote public understanding and involvement in chemical risk management.”

**Article 2 – Membership**

Participation in the ACS is open to all persons and companies residing in the Greater Cincinnati area with an interest in promoting public understanding and involvement in chemical risk management. By joining the ACS, members agree to work with all other members to support the mission and activities of the ACS.

The Alliance Steering Team will define, specify and assess dues on an annual basis. Members that represent a commercial activity will be required to pay dues as structured by the Steering Team. Members that are in the non-regulated public service sector and community representatives will not be assessed dues. A list of members and financial contributions will be maintained.

**Article 3 – Steering Team**

**A. Function**

The Steering Team is the governing body of the ACS. Decisions concerning, but not limited to, financial spending, project work, technical activities, communication efforts, etc. are made by the Steering Team.

The Steering Team function is to promote the ACS mission. On issues of disagreement the team shall work to consensus. Note: Consensus occurs when Steering Team members work to accept the others’ position and can agree to an approach without giving up their individual ideals. Ultimately, if consensus cannot be reached, the Chair shall call for a vote of the Steering Team. A simple majority is required for passage. Minutes shall be recorded of decisions made by vote, the participants and their individual votes.

The Steering Team should create a strategy and define objectives that guide the activities of the ACS to fulfill its mission. The Steering Team will implement the strategy effectively and monitors its progress. The Steering Team will communicate regularly the progress of the implementation of the strategy and any benchmarking to the general membership and other stakeholders as determined appropriate.

The Steering Team identifies strategic relationships, partnerships and liaisons that will contribute to fulfilling the ACS mission.

The Steering Team has the authority to contract with 3<sup>rd</sup> parties and service providers as it determines necessary and prudent.

## B. Organization

The members of the Steering Team and their responsibilities are:

### Chair

Lead and guide the ACS steering committee and promote ACS activities. Coordinate monthly meetings. Acts as the formal ACS authority and representative for all legal documents. Co-signs checks and other necessary financial documents along with the Treasurer.

### Vice Chair

Serve as back up to Chair, primarily in a learning role, but with full Steering Team responsibilities, with intention of assuming chair responsibilities at the end of the current Chair's term. The Vice Chair is not intended to be a discrete position but may be if the Steering Team chooses. Any other members of the Steering Team may serve as the Vice Chair in addition to their other responsibilities.

### Emergency Response Representative

Reports to the Steering Team on emergency response related activities, advise and suggest activities and direction to the Steering Team on all matters, especially those related to emergency response. This role is preferably filled by someone with emergency response training or experience.

### Chemical and Process Safety Representative

Reports to the Steering Team on technical activities, advise and suggest activities and direction to the Steering team on all matters, especially those related to technical issues. This role is preferably filled by someone with technical background related to chemicals or chemical safety.

### Communications Representative

Reports to the Steering Team on communication activities, advise and suggest activities and direction to the Steering Team on all matters, especially those related to ACS communications. This role is preferably filled by someone with communication training or experience.

### Membership Representative

Reports to the Steering Team on membership related activities, advise and suggest activities and direction to the Steering Team on all matters, especially those related to membership.

### Community Representatives

Report to the Steering Team on the community perspective of technical, communication, and emergency response activities, advise and suggest activities and direction to the Steering Team on all matters. This role can be filled by 2 community members.

### Spokesperson(s)

Represent the ACS in various forums as spokesperson. This is not a discrete position. This position(s) is selected by the Steering Team. The chair of ACS would serve this function if no appointment is made.

### Secretary

Assures recording and distribution of minutes from the formal Steering Team and membership meetings. Records all votes taken by the Steering Team and the general membership.

### Treasurer

Monitors and documents as needed financial activities including issuing invoices, paying invoices and account balances. Reports the financial activity and status of the organization to the Steering Team and the general membership. Co-signs with the Chair all ACS payments.

Others may participate on the Steering Team or be included in Steering Team activities only by agreement and invitation from the Steering Team. However, they may not be voting members.

The Steering Team may create and disband subcommittees to achieve objectives and fulfill its mission. Each subcommittee shall exist and function as defined by the Steering Team and is subject to the control and direction of the Steering Team.

Any vacancies on the Steering Team will be filled by the Steering Team by a simple majority vote. The appointee will hold the position until the next Steering Team election for that position. An exception to this is the Chair position. If a vacancy occurs with the Chair position the Vice Chair immediately and without recourse becomes the Chair. If the Vice Chair currently held another position on the Steering Team in addition to Vice Chair then the position that is vacated is filled by a simple majority vote of the Steering Team.

A member of the Steering Team may be removed from the Steering Team upon a simple majority vote by all members of the Steering Team. Only the Chair may make a motion to remove a Steering Team member.

#### C. Elections

The membership will elect members of the Steering Team in accordance with Part D Terms of Office. Nominations are accepted at any time. Voting occurs at membership meetings in October, November and December in an effort to provide sufficient time for participation. Votes may also be submitted electronically to a designated electronic address. The nominee receiving the highest number of votes is awarded the open positions for the next term. An individual may vote only once for each team position.

The Vice Chair is not offered as an electable position. The individual who is awarded the Chair position in an election serves as Vice Chair until the current Chair's term expires. This individual might currently hold a position on the Steering Team.

#### D. Terms of Office

The term of a Steering Team member is 2 years.

The Chair may be nominated by a Steering Team member for reelection. If the Chair agrees to the nomination then a vote by the Steering Team determines the reelection. A simple majority vote is needed for reelection.

The Vice Chair will accede to the Chair role when the current Chair's term expires and is not reelected. The Chair may continue in a voluntary role of immediate past Chair for a 3<sup>rd</sup> year. An exception to the minimum term includes obvious changes in company work assignments or personal matters.

The Emergency Response, Process Safety/Chemical Safety and Communications Committee representatives will be elected at the end of even numbered years for the following 2 years.

The Membership Committee representative and two Community Representatives will be elected at the end of odd numbered years for the following 2 years.

The Secretary and Treasurer are appointed by the Steering Team for a one-year term.

#### Article 4 –Meetings of the ACS

- A. General Membership – A general membership meeting will be scheduled monthly at a consistent time and place. The typical agenda for the meeting includes a guest speaker on planned topics of interest as scheduled by the Steering Team followed by questions and general discussion. General membership meetings also include tours of local companies or facilities of interest. The Steering Team will present strategic and project related status and activity. Subcommittees may present status and activity. Financial matters may be presented. Information sharing and participation by all member attendees is encouraged.

The monthly meeting of general membership may be cancelled by consensus of the Steering Team or if needed, by a majority vote of the Steering Team, due to unforeseen circumstances.

- B. Steering Team – The Steering Team shall meet monthly to discuss matters of the ACS. Other meetings of the Steering Team may be called for by any Steering Team member as long as all Steering Team members are duly notified of the subject, time and location and are allowed opportunity for input.
- C. Subcommittees – Subcommittees will meet as their charter designates or as decided needed.
- D. Special General Membership meetings – A special general membership meeting (e.g., workshop, seminar, webinar, lunch n’ learn, special tour) may be called by consensus of the Steering Team or if needed, by a majority vote of the Steering Team.

#### Article 5 – Indemnification and 501(c)(3) Exemption

The ACS shall indemnify all officers and trustees according to Section 1702.12 (E) of the Ohio Revised Code as it is now or may later be amended.

As permitted by Section 1702.12 (E) (7) of the Ohio Revised Code, the ACS shall purchase and maintain insurance or furnish similar protection such as a bond for or on behalf of any person who is or was a director, officer, chairperson or member of the steering committee, against any liability asserted against the person arising out of the person’s status and term of office with ACS.

The ACS is organized exclusively for educational and scientific purposes, including , for such purposes, the making of distributions to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or

intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### Article 6 - Amendments

Proposals for amendments to these By-Laws may be presented by any members to the Steering Team. The Steering Team shall consider and decide as a team if the changes are appropriate. A vote will be held of the steering team as to acceptance of the proposed amendment. If the amendment passes then the amendment will be presented to the membership at the next monthly membership meeting as well as communicated to the membership by email. If a challenge to the amendment is made by an active member then an electronic vote will be held of the general membership and approved by a majority vote of voting members; no quorum is necessary.