

ASSP BYLAWS

AMERICAN SOCIETY OF SAFETY PROFESSIONALS

ASSP BYLAWS
WITH AMENDMENTS
APPROVED

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**American Society of Safety
Professionals**
BYLAWS

ARTICLE I NAME AND DESIGNATION

Sec. 1: (NAME) The name of the Society shall be the American Society of Safety Professionals, hereinafter referred to as ASSP or the Society.

Sec. 2: (DESIGNATION) The name and/or abbreviation shall not be changed or altered when used by members or units of the organization.

ARTICLE II PURPOSE AND OBJECTIVES

Sec. 1: (PURPOSE) The American Society of Safety Professionals shall promote the advancement of the safety profession and foster the professional well-being and development of its members, as set forth in the Articles of Incorporation.

Sec. 2: (OBJECTIVES) In fulfilling its purpose, the Society shall have the following objectives:

- (A) To promote the growth and development of the profession.
- (B) To provide leadership and guidance to the profession and to advance the science, methods and technology of safety.
- (C) To establish and maintain standards for the profession.
- (D) To develop and disseminate material that will carry out the purpose of the Society.
- (E) To develop and promote educational programs for obtaining the knowledge required to perform the functions of a safety professional.
- (F) To promote and conduct research in areas which further the purposes and objectives of the Society.
- (G) To provide forums for the interchange and acquisition of professional knowledge among its members.
- (H) To provide for liaison with government agencies and related disciplines and organizations in matters of concern to the profession.

Sec. 3: (DEFINITION) The definition of the safety profession as used in these Bylaws is: The safety profession is composed of individuals engaged in one or more of the specialties within the various sciences for the primary purpose of developing and/or implementing methods, procedures, systems, devices, and/or standards toward the reduction, control, or elimination of hazardous exposures to people, property or the environment. It is intended that the term "safety" be interpreted within the framework set

forth in the "Scope and Functions of the Professional Safety Position," as adopted by the Society Board of Directors.

Sec. 4: (DISCLAIMER) Nothing contained herein shall authorize the Society to engage in any activities or practices which would cause it to lose its status as a tax-exempt organization within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future revenue law of the United States.

ARTICLE III MEMBERSHIP

Sec. 1: (GENERAL) Membership in the Society is open to persons whose employment, education or experience in the safety, health and environmental fields meet the requirements set forth in these Bylaws and the Society Operating Guidelines.

Sec. 2: (CLASSIFICATION OF MEMBERS)
Except as set forth in Article III, Section 2 (F), membership in the Society is specifically conferred by procedures approved by the Board of Directors, after payment of the first year's dues and application fee. Each applicant shall be assigned a membership classification in accordance with the applicant's qualifications. Society membership shall be personal and not transferable.

(A) (PROFESSIONAL MEMBER) To be eligible as a Professional Member, an applicant shall, at the time an application is submitted, be engaged a majority of the time on an annual basis in the broad practice of safety, health and the environment, and effective when approved, for future professional members:

- (1) Shall be a Certified Safety Professional (CSP) or Certified Industrial Hygienist (CIH) in good standing with the Board of Certified Safety Professionals or American Board of Industrial Hygiene, respectively, or
- (2) Shall hold an accredited certification from a body recognized by the Board of Directors, hold a baccalaureate or higher degree from an accredited college or university and shall have a minimum of five (5) years in the aggregate professional safety, health and environmental experience, or
- (3) Shall be registered or licensed by a state agency as a Professional Engineer, hold a

baccalaureate or higher degree from an accredited college or university and shall have a minimum of five (5) years in the aggregate professional safety, health and environmental experience, or

- (4) Shall hold a doctorate level degree from an accredited college or university in a safety, health and environmental field and shall have a minimum of five (5) years in the aggregate professional safety, health and environmental experience.
- (B) (MEMBER) To be eligible as a Member, an applicant shall be engaged in the broad practice of safety.
- (C) (STUDENT MEMBER) To be eligible as a Student Member, an applicant shall be enrolled in an accredited college or university offering a graduate or undergraduate degree intended to prepare the individual for practice in the broad practice of safety.
- (D) (EMERITUS MEMBER) Emeritus status will be extended, to members who have rendered service to ASSP and who are retired.
- (E) (HONORARY MEMBERSHIP) Honorary membership may be awarded to persons of eminence who have contributed substantially to the field of safety, health and environment and advancement of the safety, occupational health or environmental profession and/or the Society. Nomination of Honorary Members shall be by the Executive Committee with the approval of the Board of Directors.

Sec. 3: (MEMBERSHIP PROCESS)

- (A) (MEMBERSHIP PROCESS) The membership process shall be set by the Board of Directors according to these Bylaws and operating procedures.
- (B) (RESIGNATION) Any member may resign by sending a formal statement to that effect to the Society headquarters or by not paying their dues.
- (C) (TERMINATION) Any member whose current year's dues are not received by Society headquarters within three (3) months of the member's annual renewal date shall be considered to have resigned from the Society.

Sec. 4: (VOTING RIGHTS) Professional Members, Members, , Professional Members Emeritus and

Members Emeritus are eligible to vote on all matters submitted to the membership. Student Members are eligible to vote only on the election of Society office holders. Honorary Members have no vote.

Sec 5: (CHAPTER AFFILIATION) All chapter members shall be Society members. Members may select the chapter they wish to join by notifying Society Headquarters of their choice.

ARTICLE IV REGIONS, CHAPTERS and SECTIONS

Sec. 1: (ADMINISTRATION) The Society shall be divided into geographic units of Regions, Areas, Chapters and Sections.

Sec. 2: (REGIONS) Regions shall be geographically defined territories as determined by the Board of Directors for the purpose of assisting the Society in administering its affairs.

- (A) Regions shall be administered through a Regional Operating Committee (ROC) composed of Area Directors, where established, and Chapter Presidents, and chaired by the Regional Vice President. The ROC shall annually elect, from among the Area Directors or Chapter Presidents, a Deputy Regional Vice President who shall serve as Vice Chair of the Regional Operating Committee.
- (B) Chapters are members of the region and may be grouped into geographic areas, defined by the boundaries of assigned chapters. Area assignments are determined by the Regional Operating Committee.
- (C) Each region and its areas shall be organized and governed according to a set of operating procedures approved by the Regional Operating Committee and the Council on Region Affairs.

Sec. 3: (AREAS) Areas are established at the discretion of the ROC. Areas are groups of Chapters within a Region, defined by the boundaries of those Chapters.

- (A) Areas are administered by an elected Area Director and the Area Operating Committee comprised of the Chapter Presidents in the Area and chaired by the Area Director.
- (B) Area Directors shall be Members and meet criteria set by the Council on Region Affairs.
- (C) Area Directors shall not concurrently hold a Chapter office.

Sec. 4: (CHAPTERS) Chapters are geographically

defined territories, each within or assigned as a member of the region by the Council on Region Affairs, chartered by the Board of Directors as provided in these Bylaws.

- (A) Each chapter shall be organized and governed according to a set of Bylaws approved by the Regional Vice President. These Bylaws shall follow in principle the Model Chapter Bylaws approved by the Council on Region Affairs.
- (B) Chapter boundaries shall be established by the Regional Operating Committee. Boundaries across regions shall be approved by the Council on Region Affairs.
- (C) All petitions for chapter charters shall be approved by the Regional Operating Committee and submitted to the Council on Region Affairs and Board of Directors for approval.
- (D) Chapters may be dissolved by the Board of Directors upon the recommendation of the Regional Operating Committee and the Council on Region Affairs.

Sec. 5: (SECTIONS) Sections are sub-units of Chapters as follows:

- (A) (CHAPTER SECTIONS) A group of members may petition the chapter to form a section according to procedures established by the Council on Region Affairs.
- (B) (STUDENT SECTIONS) A group of student members may petition the Chapter to form a student section of a Chapter.
- (C) Each regular or student section shall be organized and governed according to a set of Bylaws approved by the Regional Vice President. These Bylaws shall follow, in principle the Model Section Bylaws approved by the Council on Region Affairs.

Sec. 6: (GLOBAL CHAPTERS and SECTIONS) A group of members outside of the United States may petition to form a Section or Chapter in areas not served by any Chapter. Approval and territory shall be determined by the Board of Directors. Global Sections and Chapters shall be assigned as a member of a region by the Council on Region Affairs and report to the Region's Vice President.

Sec. 7: (RESOLUTIONS) Regions, Areas, Chapters, Sections and other units of the Society shall not issue resolutions or statements and not legally bind, or take official action on matters of national or international

significance without approval of the Board of Directors.

ARTICLE V FEES, DUES AND FINANCES

Sec. 1: (APPLICATION FEES) Each applicant for membership or membership reclassification in the Society may be assessed a fee as determined by the Board of Directors.

Sec. 2: (ANNUAL DUES) All membership types shall be assessed membership dues as determined by the Society Board of Directors.

- (A) Chapter dues shall be in addition to Society dues.
- (B) Chapter Dues will be set by each chapter in accordance with their Bylaws and approved by the Regional Operating Committee.
- (C) Regional Assessment fees will be set by the Regional Operating Committee and approved by the Council on Region Affairs
- (D) Honorary Members are exempt from dues and fees.

Sec. 3: (FINANCES) All financial transactions shall be recorded and periodic financial reports shall be submitted to the Board of Directors and audited by outside public accountants.

Sec. 4: (FISCAL YEAR) The fiscal year of the Society shall be determined by the Board of Directors.

ARTICLE VI BOARD OF DIRECTORS

Sec. 1: (COMPOSITION) The members of the Board of Directors shall be the President, President Elect, Senior Vice President, Vice President Finance, four (4) Directors-at-Large, the Public Director and the Chief Executive Officer who shall serve without vote. No individual may hold more than one (1) position concurrently on the Board of Directors.

Sec. 2: (ROLE AND DUTIES) The duties of the Board of Directors shall be carried out in conformance with the Bylaws. The duties shall be to:

- (A) Manage and operate the affairs of the Society;
- (B) Adopt and oversee an annual budget for the Society;
- (C) Develop and maintain operating procedures and the *Society Operations Guidelines*;
- (D) Select the Chief Executive Officer and set the salary range of the Chief Executive Officer;
- (E) Render all official interpretations of these Bylaws;

- (F) Delegate to the Executive Committee such authority as is permitted by law and is deemed advisable;
- (G) Publish an annual report; and
- (H) Enforce the Professional Code of Conduct.

Sec. 3: (MEETINGS) The Board of Directors shall meet annually and at such place and time as it may determine. Meetings of the Board of Directors may be called by the President or written petition of four (4) voting Board members. At least five (5) business days' notice shall be given to all Board members.

Sec. 4: (QUORUM) A quorum of the Board of Directors shall exist when at least two-thirds (2/3) of its voting members are present, one of which must be the President, President-Elect or Senior Vice President, who shall be the presiding officer. Unless specified otherwise, a majority vote of the Board members present at a meeting at which quorum is present shall be decisive.

Sec. 5: (BUSINESS) The Board of Directors may conduct business by mail, conference call or electronic means to the extent allowed by law.

Sec. 6: (PROXY VOTING) Proxy voting is not permitted at a Board of Directors meeting.

ARTICLE VII EXECUTIVE COMMITTEE

Sec. 1: (COMPOSITION) The members of the Executive Committee shall be: the President, President-Elect, Senior Vice President and Vice President-Finance and the Chief Executive Officer who shall serve without vote. The President shall serve as Chair.

Sec. 2: (DUTIES) The Executive Committee shall

- (A) Be responsible for the transaction of necessary business between meetings of the Board of Directors and business referred to it by the Board of Directors. The committee shall also make a complete report of its actions to the Board of Directors.
- (B) Consider causes for revocation of any constituent unit and make recommendation to the Board of Directors for action.
- (C) Oversee the position of Chief Executive Officer and the process of selection should position become vacant.
 - (1) The Executive Committee shall function as

research/screening committee and submit the name(s) of one (1) or more candidates, along with sufficient information as to their qualifications, to the Board of Directors, in writing.

- (2) A quorum of the Board of Directors shall make the selection.

Sec. 3: (MEETINGS) The Executive Committee shall meet on call of the President or upon petition of at least two (2) voting members of the Executive Committee. At least one (1) day prior notice shall be given all members of the committee except for any meeting the President may call during a Board of Directors meeting.

Sec. 4: (QUORUM) Three (3) voting members shall constitute a quorum for the transaction of business at all meetings of the Executive Committee.

Sec. 5: (BUSINESS) The Executive Committee may conduct business by mail, conference call, or electronic means when necessary.

ARTICLE VIII ELECTED POSITIONS

Sec. 1: (ELECTED) The elected Society officers, are the President, President-Elect, Senior Vice President and the Vice President-Finance.

Elected members of the Board of Directors, in addition to the officers, are four (4) Directors-at-Large.

Elected positions not on the Board of Directors are one (1) Vice President for each Society Council, one (1) Vice President for each region, one (1) Administrator and one (1) Assistant Administrator for each Practice Specialty and one (1) Administrator and one (1) Assistant Administrator for each Common Interest Group and one (1) Area Director for each regional area.

Sec. 2: (QUALIFICATIONS) Members and officers of the Board of Directors and Council Vice Presidents shall be a Professional Member with the exception of the Public Director. Nominees for Regional Vice Presidents, Practice Specialty Assistant Administrators and Common Interest Group Assistant Administrators shall meet criteria set by the Nominations and Elections Committee and approved by the Board of Directors.

Sec. 3: (TERMS OF OFFICE)

- (A) The terms of office for the President, President-Elect and Senior Vice President shall run from July 1 through June 30th each year or until a successor is duly elected. Presidents shall not succeed themselves except in cases where they served for less than a full term due to succeeding to the office

to fill a vacancy.

- (B) The terms of office for the Vice President-Finance, Directors-at-Large, Public Director, Council Vice Presidents, Regional Vice Presidents and Area Directors shall run from July 1 in the year which elected and continue for a period of three (3) years or until a successor is duly elected. These officers shall not serve more than one (1) full term in the same office.
- (C) The terms of office for Practice Specialty Administrators and Assistant Administrators and Common Interest Group Administrators and Assistant Administrators shall run from July 1 in the year in which elected and continue for a period of two (2) years or until a successor is duly elected. These officers shall not serve more than one (1) full term in the same office.

Sec. 4: (VACANCY IN OFFICE) Should a vacancy occur in the office of:

- (A) President. The President-Elect shall serve for the unexpired term of the President in addition to the term elected to serve.
- (B) President-Elect. The Senior Vice President shall serve for the unexpired term of the President-Elect in addition to the term elected to serve.
- (C) Senior Vice President, Vice President-Finance, Directors-at-Large or Council Vice President. The office shall be filled by a vote of the Board of Directors based on a slate of nominees submitted by the Society Nominations and Elections Committee.
- (D) Regional Vice President. The office shall be filled by ballot of regional members upon a nomination submitted by the Regional Nominations Committee and approved by the Society Nominations and Elections Committee. Except that, if such vacancy occurs within the final year of the term, the vacancy shall be filled by the Deputy Regional Vice President, subject to approval by the Board of Directors.
- (E) Practice Specialty Administrators and Common Interest Group Administrators. The office shall be filled by appointment by the Board of Directors after consideration of any recommendations of the Advisory Committee and CoCO liaison: except that, if such vacancy occurs within the final year of the term, the Assistant Administrator shall assume the vacancy, subject to approval by the Board of

Directors.

- (F) Area Directors. The office shall be filled by appointment by the Board of Directors after consideration of any recommendations from the Regional Nominations & Elections Committee.
- (G) Sec. 5: (INABILITY TO SERVE) If after election, but prior to taking office, a successful candidate is unable to serve for any reason; the vacancy shall be filled in the manner set forth in Sec. 4 of this Article.

Sec. 6: (REMOVAL FROM OFFICE) Elected Society officers may be removed by the voting membership pursuant to applicable law or by a 2/3 vote of the Board of Directors. Elected members of the Board other than officers may be removed by the voting membership pursuant to applicable law. Elected positions not on the Board of Directors may be removed by a 2/3 vote of the Board of Directors.

Sec. 7: (MULTIPLE OFFICES)

A Individuals may not hold two (2) elected Society level offices simultaneously.

B. Individuals may hold an elected Practice Specialty or Common Interest Group office along with an elected Chapter office simultaneously.

Sec. 8: (DUTIES OF OFFICERS) The duties of officers shall be carried out in conformance with these Bylaws and as detailed in the Society Operating Guidelines.

(A) The President shall:

- (1) Be the official representative of the Society.
- (2) Serve as presiding officer and Chair of the Board of Directors, Executive Committee, and Meeting of Members.
- (3) Generally supervise and oversee the activities of the Society.

(B) The President-Elect shall:

- (1) Serve as a member of the Board of Directors and the Executive Committee.
- (2) Serve as Chair of other assigned committees and task forces.
- (3) Serve on the Finance Committee
- (4) Serve as Chair of the Public Director Nominations Committee.
- (5) Assist the President and act for the President when requested by the President or in the event of his/her inability to act.

- (C) The Senior Vice President shall:
 - (1) Chair the Congress of Councils and oversee the functions of the Council Vice Presidents.
- (D) The Vice President-Finance shall:
 - (1) Be treasurer of the Society.
 - (2) Serve as Chair of the Finance Committee
 - (3) Oversee the Society's financial policies.
 - (4) Recommend a budget to the Board of Directors, and oversee adopted budgets and investments, and recommend accounting controls.
 - (5) Report to the Board of Directors as necessary to keep them apprised of the financial condition of the Society.

Sec. 9: (DUTIES OF OTHER POSITIONS)

- (A) Directors-At-Large
 - (1) Duties as assigned by the Board of Directors
- (B) Public Director
 - (1) Serve on the Finance Committee
 - (2) Duties as assigned by the Board of Directors.
- (C) The Vice Presidents of the Councils on Region Affairs, Community Operations, and Professional Development, each Chair their respective Councils, oversee Council functions, assigned committees and task forces.
- (D) The Regional Vice President(s) shall:
 - (1) Chair the Regional Operating Committee, maintain close liaison with Areas, Chapters, and Sections in and assigned to the region and be responsible for their effective operation.
 - (2) Oversee the functions of Chapter Presidents and Area Directors in the region.
 - (3) Serve as a member of the Council on Region Affairs.
- (E) Practice Specialty Administrators each chair their respective Practice Specialty Advisory Councils, oversee Practice Specialty functions, assigned committees and task forces.
- (F) Common Interest Group Administrators each Chair their respective Common Interest Group Advisory Councils, oversee Common Interest Group functions, assigned committees and task forces.

Sec. 10: (JOB DESCRIPTION) Duties and responsibilities of these positions shall be set forth in the *Society Operations Guide*, which shall be approved by the Board of Directors.

ARTICLE IX COUNCILS

Sec. 1: (COUNCILS) Society Councils are Professional Development, Community Operations, and Region Affairs.

- (A) Councils shall each be administered by a set of operating procedures approved by the Board of Directors and shall supervise committees designated in such procedures or assigned by the Board of Directors.
- (B) Council Members-at-Large shall be recommended by the Council Vice President, and approved by the Board of Directors.
- (C) Council on Professional Development shall:
 - (1) Consist of a Vice President, as Chair; and six (6) council Members at Large.
 - (2) Be responsible for development and implementation of educational programs and publications.
- (D) Council on Region Affairs shall:
 - (1) Consist of a Vice President, as Chair; and the Regional Vice Presidents.
 - (2) Be responsible for the policies and operating procedures for Regions, Areas, Chapters, and Sections; membership development and services.
- (E) Council on Community Operations shall:
 - (1) Consist of a Vice President, as Chair; and seven to nine (7-9) council members.
 - (2) Be responsible for policies and operating procedures for the Practice Specialties and Common Interest Groups.
- (G) Congress of Councils shall:
 - (1) Consist of the Senior Vice President as Chair, the Vice President, Council on Region Affairs; Vice President, Council on Community Operations; and Vice President, Council on Professional Development.
 - (2) Serve to coordinate issues between Councils and facilitate planning by all Councils for the timely execution of the Strategic Plan.

ARTICLE X PRACTICE SPECIALTIES

Sec. 1: (DEFINITION & PURPOSE) Practice Specialties shall be groups of Society members having similar professional interests.

Sec. 2: (MEMBERSHIP) Practice Specialties affiliation is open to any dues-paying member of the Society.

Sec. 3: (OPERATING PROCEDURES) Practice Specialties may be formed and shall operate according to the Operating Procedures of the Council on Community Operations approved by the Board of Directors. Petitions to form Practice Specialties shall be approved by the Council on Community Operations and the Board of Directors.

(A) Practice Specialty officers shall:

- (1) Be an Administrator and Assistant Administrator.
- (2) Not concurrently hold other elected offices of the Society.

(B) The Assistant Administrator shall be elected by members of their Practice Specialty for a term of two (2) years and shall automatically succeed to the office of Administrator for two (2) years. Administrators shall not succeed themselves except in cases where they served for less than a full term due to succeeding to the office to fill a vacancy.

(C) A Practice Specialty may be dissolved by the Board of Directors upon the recommendation of the Council on Community Operations.

Sec. 4: (RESOLUTIONS) Practice Specialties shall not issue resolutions or statements and not legally bind the Society, or take official action on matters of national or international significance without approval of the Board of Directors.

ARTICLE XI COMMON INTEREST GROUPS

Sec. 1: (DEFINITION & PURPOSE) Common Interest Groups shall be groups of Society members having similar non-professional interests.

Sec. 2: (MEMBERSHIP) Common Interest Group membership is open to any dues-paying member of the Society.

Sec. 3: (OPERATING PROCEDURES) Common Interest Groups may be formed and shall operate according to the Operating Procedures of the Council on Community Operations approved by the Board of

Directors. Petitions to form Common Interest Groups shall be approved by the Council on Community Operations and the Board of Directors.

(A) Common Interest Group officers shall

- (1) Be an Administrator and Assistant Administrator.
- (2) Not concurrently hold other elected offices of the Society.

(B) The Assistant Administrator shall be elected by members of their Common Interest Group for a term of two (2) years and shall automatically succeed to the office of Administrator for two (2) years. Administrators shall not succeed themselves except in cases where they served for less than a full term due to succeeding to the office to fill a vacancy

(C) Common Interest Groups may be dissolved by the Board of Directors upon the recommendation of the Council on Community Operations.

Sec. 4: (RESOLUTIONS) Common Interest Groups shall not issue resolutions or statements and not legally bind the Society, or take official action on matters of national or international significance without approval of the Board of Directors.

ARTICLE XII COMMITTEES

Sec. 1: (GENERAL) Standing committees are those established by these Bylaws. Special task forces and ad hoc committees may be established by the Board of Directors.

Sec 2: (STANDING COMMITTEES) Society Standing Committees are Advisory Group, Finance, Nominations and Elections, Standards Development, Professional Conduct, Governmental Affairs and Technical and Professional Recognition.

(A) Standing committee members shall be members appointed by the President-Elect unless otherwise provided in these Bylaws. Appointments shall be approved as provided in these Bylaws or Society Operating Guidelines.

(B) Finance Committee members shall be

- (1) Vice President, Finance as Chair
- (2) President Elect
- (3) Two (2) Directors at Large appointed by the President Elect
- (4) Public Director

(C) All appointments and Committee duties and procedures shall be approved by the Board of

Directors.

Sec. 3: (EX-OFFICIO MEMBERS) The President, President-Elect, Senior Vice President, and Chief Executive Officer shall be ex-officio members (without vote) of all Councils, committees or task forces within the respective Councils and of all Board standing committees.

ARTICLE XIII NOMINATIONS AND ELECTIONS

Sec. 1: (COMMITTEE) The Nominations and Elections Committee shall consist of seven (7) members; four (4) most immediate and available Past Presidents and three (3) At-Large Members. The At-Large Members are nominated by the Executive Committee. No more than one of the At-Large Members may be a non-member of ASSP. The Chair of the committee will be the most immediate Past President. Duties shall be to provide a slate of qualified nominees, who are capable of fulfilling the duties of Society elective offices, and to conduct elections and supervise election procedures. No one serving on a nominating committee may be nominated by that committee.

Sec. 2: (ELECTIONS AND SUCCESSION OF SOCIETY OFFICERS, DIRECTORS, COUNCIL VICE PRESIDENTS AND ASSISTANT ADMINISTRATORS OF PRACTICE SPECIALTIES AND COMMON INTEREST GROUPS)

- (A) The President-Elect shall automatically succeed to the office of President.
- (B) The Senior Vice President shall automatically succeed to the office of President-Elect.
- (C) The Vice President-Finance and Council Vice Presidents will be elected on a staggered basis with the Vice President-Finance and Vice President, Council on Community Operations elected in year one, Vice President, Council on Professional Development elected in year two, and Vice President, Council on Region Affairs elected in year three.
- (D) If the President-Elect is unable to assume the office of President, the Senior Vice President shall automatically succeed to the office of President. The Nominations and Elections Committee shall then present two (2) nominees considered to be qualified for the office of President-Elect.
- (E) If neither the President-Elect nor the Senior Vice

President can serve in the office of President, the Nominations and Elections Committee shall present two (2) nominees considered to be qualified, for each of the offices of President and President-Elect.

- (F) Directors-at-Large will be elected on a staggered basis with two (2) elected in year one, one (1) elected in year two and one (1) elected in year three.
- (G) The Public Director shall be appointed by the Board of Directors.
- (H) Senior Vice President, Vice President-Finance, Directors-at-Large and Vice Presidents of the Councils on Region Affairs, Community Operations, and, Professional Development shall be elected by the Society membership.
- (I) The Practice Specialty Assistant Administrators shall be elected by members of their respective Practice Specialty
- (J) The Common Interest Group Assistant Administrators shall be elected by members of their respective Common Interest Group

Sec. 3: (NOMINATION AND ELECTION OF REGIONAL VICE PRESIDENTS AND AREA DIRECTORS)

- (A) Nominations for Regional Vice President and Area Directors shall be made by Regional Nominations Committees and submitted to the Society Nominations and Elections Committee to determine if nominees are qualified to serve before their names are placed on the ballot.
 - (1) Regional Vice Presidents will be elected on a staggered basis.
 - (2) Area Director terms will be staggered within a Region.
 - (3) Regional Vice Presidents shall be elected by members of their Region.
 - (4) Area Directors shall be elected by members of the Chapters assigned to their area.
 - (5) Each Regional Nominations Committee shall present two (2) nominees for the office of Regional Vice President and Area Director.
- (B) Regional Nominations Committees shall consist of a minimum of five (5) members, including the Deputy Regional Vice President, two (2) Area Directors, where in office, and two (2) Chapter

Presidents. The Deputy Regional Vice President shall serve as Chair. The Regional Operating Committee will appoint the Regional Nominations Committee. No one serving on a Regional Nominations Committee may be nominated by that committee.

Sec. 4: (NOMINATIONS)

- (A) The Nominations and Elections Committee shall present two (2) nominees considered to be qualified for each of the offices of Senior Vice President, Vice President-Finance, Directors-at-Large, Council Vice Presidents, Practice Specialty Assistant Administrators and Common Interest Group Assistant Administrators.
- (B) All nominees for Board and Council Vice Presidents shall be Professional Members, except for the Public Director, Regional, Practice Specialty and Common Interest Group and Area offices shall be Professional Members or Members.
- (C) The membership will be notified of the final slate at least thirty (30) days prior to the election.
- (D) If a nominee/candidate for Senior Vice President, Vice President-Finance, Director-at-Large, Council Vice President, Practice Specialty Assistant Administrator or Common Interest Group Assistant Administrator withdraws, is unable to run, or is removed from the election slate on or before February 1 of the election year, the Nominations and Elections Committee may, but is not required to, present an additional qualified nominee/candidate.
- (E) If a nominee/candidate for Senior Vice President withdraws, is unable to run, or is removed from the election slate after February 1 of the election year, the Nominations and Elections Committee may, but is not required to, hold a special election for the position of Senior Vice President, if at the Nominations and Elections Committee discretion, such an election can be completed by June 1.
- (H) If a nominee/candidate for Regional Vice President or Area Director withdraws or is removed from the election slate on or before February 1 of the election year the Regional Nominations Committee may, but is not required to, present an additional nominee/candidate

Sec 5 (FAILURE TO NOMINATE ASSISTANT ADMINISTRATORS, ADMINISTRATORS or AREA DIRECTORS) The Board may appoint a leader in the following cases:

(A) Practice Specialty and Common Interest Group Assistant Administrator or Administrator - If no qualified candidate is nominated during the standard election cycle, the Assistant Administrator or Administrator will be appointed by the Board of Directors after consideration of any recommendations of the Practice Specialty or Common Interest Group Advisory Committee and Council on Community Operations liaison

(B) If no qualified candidate is nominated during the standard election cycle, the Area Director will be appointed by the Board of Directors after consideration of any recommendations of the Regional Nominations and Elections Committee.

Sec. 6: (BALLOT) An election shall be held annually between March and May. Procedures and schedule for the election shall be determined by the Society Nominations and Elections Committee with approval of the Board of Directors.

Sec. 7: (ELECTIONS) The nominee receiving a plurality of the votes cast for an elective office shall be considered elected.

Sec. 8: (NOTICE) Notice of all election results shall be published in a Society publication sent or available to all members.

ARTICLE XIV ADVISORY GROUP

Sec. 1: (ANNUAL MEETING) The Board of Directors shall call quarterly virtual Advisory Group meetings at such place and on such dates as it may determine, for the purpose of receiving reports, conducting work and engaging directly with the Board of Directors.

Sec 2: (ADDITIONAL MEETINGS) Additional virtual meetings of the Advisory Group will be conducted to fulfill its duties.

Sec. 3: (ADVISORY GROUP MEMBERS)

(A) Chapter advisory group members, who are elected by the members of their chapters, shall be professional members or members in good standing.

- a. Each chapter shall be entitled to Advisory Group members as determined by their membership count

as of December 31 of the previous calendar year as follows:

- i. 249 members or less = 1 member.
- ii. One member for each additional 250 members or portion thereof, in excess of its initial 249 members.
- iii. Members serve for a one (1) year term beginning on July 1. Members may serve more than one (1) term.

(B) Society elected leaders in the positions of council vice presidents, regional vice presidents, area directors, administrators and assistant administrators will serve as members of the Advisory Group.

(C) Members in good standing will comprise up to ¼ of the Advisory Group and will serve as at-large members.

- a. Members serve for a one (1) year term beginning on July 1. Members may serve more than one (1) term.
- b. The procedure for selection of members will be set forth in the society operating guidelines.

Sec 4: (DUTIES OF THE ADVISORY GROUP) The Advisory Group shall perform the following functions:

- A. Actively discuss and provide input on the issues/topics presented.
- B. Bring forward annual activities under ASSP's business planning process.
- C. Cascade information to members.

ARTICLE XV MEMBERSHIP MEETING

Sec. 1: (MEETINGS) An annual Meeting of Members shall be called by the Board of Directors to conduct Society business, in accordance with this Article.

Sec. 2: (SPECIAL MEETINGS) Special meetings may be called by:

- (A) The President;
- (B) A majority vote of the Board of Directors, or;
- (C) A signed petition by one percent (1%) of members, not more than fifty (50) of whom shall be from any one region nor more than twenty-five (25) of whom shall be from any one chapter.

Sec. 3: (MEETING NOTICE) All members entitled

to vote shall be given notice to all Annual and Special Meetings at least thirty (30) days prior to the meeting. The notice shall include the place, date and time of the meeting, and shall list any item of business that will require a vote.

Sec. 4: (QUORUM) One percent (1%) of the members entitled to vote constitute a quorum of a Membership Meeting. Unless otherwise specified in these Bylaws or by law, a majority vote shall be decisive at a meeting where there is a quorum.

Sec. 5: (MEMBERSHIP MEETINGS) Meetings of members shall be required for the following Society actions:

- (A) Amending the Articles of Incorporation;
- (B) Voluntary dissolution of the Society, or revocation of voluntary dissolution proceedings;
- (C) Plans of merger or consolidation;
- (D) Sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all the property and assets of the Society;
- (E) The actions contemplated in paragraphs B through D, of this section may be taken only by vote of two-thirds (2/3) of voting members present at a meeting, at which there is a quorum.

Sec. 6: (BALLOTS) Official business of the Membership may be transacted by mail or electronic means provided that:

- (A) Members are given forty-five (45) days to respond to their ballot;
- (B) Unless specified otherwise, at least one percent (1%) of the members entitled to vote cast a ballot;
- (C) Unless specified otherwise, approval requires simple majority of votes cast.

Sec. 7: (PROXY VOTING) Proxy voting is permissible.

Sec. 8: (SECRETARY) The Chief Executive Officer serves as the Membership Meeting Secretary without a vote.

ARTICLE XVI HEADQUARTERS

Sec. 1: (OFFICE) The permanent Headquarters and Executive Office shall be in the State of Illinois.

Sec. 2: (CHIEF EXECUTIVE OFFICER) The Chief Executive Officer shall:

- (A) Be a full time chief executive employee of the

Society and administrative officer of the Society.

- (B) Be responsible for the Society Headquarters and oversee management of all Society assets.
- (C) Hire and oversee the Society staff.
- (D) Be custodian of the Official Seal.
- (E) Maintain the permanent files of the Society.
- (F) Serve as Society Secretary without vote and attend all meetings of the Executive Committee and Board of Directors.
- (G) Report to the President and carry out duties as delegated or outlined in the position description and/or Society Operating Guidelines.

Sec. 3: (REMOVAL) The Chief Executive Officer may be removed from office by the Board of Directors whenever in their judgment the best interest of the Society will be served thereby. Such action shall be by affirmative vote of two-thirds (2/3) of the Board members voting in a meeting at which a quorum is present.

ARTICLE XVII PROFESSIONAL CONDUCT

Sec. 1: (CODE) The Society shall have a Code of Professional Conduct which shall be reviewed every three (3) years by the Professional Conduct Committee, amended as necessary, and adopted by the Board of Directors. As a condition of membership, all Society members shall abide by the Bylaws and the adopted Code of Professional Conduct. The professional conduct of the Society shall be in harmony with the Code of Professional Conduct.

Sec. 2: (FAILURE TO ABIDE) Members failing to abide by the Code of Professional Conduct or these Bylaws or members whose conduct is deemed prejudicial to the interests of the Society may be subject to disciplinary proceedings including termination of membership by majority vote of the Board of Directors upon recommendation of the Professional Conduct Committee. Decisions of the Board may be appealed to a special committee of members consisting of five (5) Members, appointed by the Board at the time the appeal is submitted provided that written request for appeal is received by the Chief Executive Officer within 30 days of receipt of the notice of disciplinary action.

ARTICLE XVIII AWARDS AND HONORS

Sec. 1: (BOARD DIRECTION) The Society's Awards and Honors programs for professional and technical

recognition shall be under the direction of the Board of Directors. The Board of Directors has directed the Technical and Professional Recognition Committee to oversee the Safety Professional of the Year award and Fellow designation. The Board may assign the oversight of other awards to the Technical and Professional Recognition Committee as needed. Units of the Society may present awards and honors within the criteria and procedures approved by the Board of Directors.

Sec. 2: (FELLOW) The Society's highest honor - Fellow - may be awarded to Professional Members for accomplishments of broad import in areas which have contributed significantly to the advancement of the safety profession in accordance with procedures, criteria and standards established by the Board of Directors.

ARTICLE XIX OFFICIAL SYMBOL

The official symbol of the Society shall be a gold cross on a green enamel background shaped as a shield with the letters ASSP (in gold) superimposed within the four angles formed by the cross in compliance with trademark filing.

ARTICLE XX INDEMNIFICATION

The Society shall indemnify all Officers, Directors, Vice Presidents and Administrators and Assistant Administrators, employees and agents of the Society to the full extent permitted by the General Not-for-Profit Corporation Act of the State of Illinois and shall be entitled to purchase insurance for indemnification to the extent obtainable and as may be determined from time to time by the Board of Directors of the Society.

ARTICLE XXI DISSOLUTION

If the Society is dissolved, any assets remaining after payment of its obligations shall be transferred to other not-for-profit organization(s) carrying on substantially similar activities in accordance with applicable provisions of the Internal Revenue Code.

ARTICLE XXII GOVERNING AUTHORITY

Sec. 1: (SOCIETY OPERATING GUIDELINES) All operations of the Society and its units shall be

conducted in accordance with the most current version of the Society Operating Guidelines, as approved by the Board of Directors.

Sec. 2: (PARLIAMENTARY AUTHORITY) The current edition of *Robert's Rules of Order, Newly Revised* shall govern the proceedings of ASSP and each of the constituent units of the Society in all cases not provided for in these Bylaws.

ARTICLE XXIII AMENDMENTS

Sec. 1: (BYLAWS AMENDMENT) Except as set forth in Section 2, these Bylaws may be amended only by the Board of Directors.

Sec. 2: (MEMBERSHIP AUTHORITY) Members retain the right to vote (at a membership meeting, by mail ballot and by electronic means as set forth in Articles XIV and XV) on all Board of Directors-- approved amendments to these Bylaws which affect the name, purposes, and organization of the Society, as listed in: Articles I, Name; Article II, Purpose; and Article XXI, Dissolution.

Proposals to amend these articles and sections may be initiated by the Board of Directors.

Sec. 3: (NOTIFICATION) The Chief Executive Officer shall advise the membership of any approved amendments within 60 days of adoption.

Sec. 4: (EFFECTIVE DATES) Amendments to these Bylaws shall become effective immediately following final official action or on the date (or proviso) specified.