BYLAWS
BOARD OF CERTIFIED SAFETY PROFESSIONALS

Board of Certified Safety Professionals
8645 Guion Road
Indianapolis, IN 46268
(317) 593-4800
FAX: (317) 593-4400

ARTICLE 1
NAME, PURPOSE, FUNDS, AND DEFINITIONS

Section 1 – Name

The name of this corporation shall be the "Board of Certified Safety Professionals," hereinafter called the "BCSP".

Section 2 – Purpose

The principal purposes of the BCSP, as more fully set forth in its Articles of Incorporation are to:

A. Establish the minimum academic and experience requirements necessary to receive credentials established pursuant to resolution by the Board of Directors.

B. Determine the qualifications of applicants and arrange, control, and conduct investigations and examinations to verify the qualifications of candidates for certifications to be issued by the BCSP.

C. Grant and issue to qualified applicants, a certificate and maintain a directory of all valid credential holders.

D. Establish requirements for the recertification. The BCSP also has such powers as are now or may hereafter be granted by the General Not-For-Profit Act of the State of Illinois and determine compliance of credential holders with approved requirements.

E. Represent its credential holders in communication and, where appropriate, in negotiations with public and private agencies, groups, and individuals with respect to matters of common interest; and it will inform employers, specifiers, public officials, the public, and engineering and related technical practitioners of the benefits of certification.

Section 3 – Funds

The funds for carrying out the purposes of this corporation shall be obtained primarily by fees from persons applying for and/or being examined for credentials approved by the Board of Directors, from credential holders paying an annual renewal fee of said credential, from persons applying for reinstatement, and from persons required to pay any penalty fee which may be established for delinquent payment of the annual renewal fee. The fees to be charged under the provisions of this Section shall be set by the Board of Directors and shall be limited to such amounts as are necessary to carry out the provisions of Section 4 of this Article.

Section 4 – Application of Funds

The funds obtained under the provisions of Section 3 shall be applied to defraying the expenses of the administration of this corporation including the publication of such information relating to requisites for the credentials and such other functions and activities which are within the scope of Section 2 of this Article.
Section 5 - Definitions

For the purposes of these Bylaws, the terms listed below are defined as follows:

A. Credential — A certification or designation denoting that an individual has met a set of standards and demonstrated knowledge established by the BCSP.

B. Certification — A credential denoting that an individual has met a set of standards and demonstrated knowledge by examination after completing an application and evaluation process and continues to meet requirements to retain the credential.

C. Designation — A credential denoting that an individual or organization has met standards established to achieve and retain the credential and demonstrated such compliance through an application and evaluation process.

D. Certificate — A document issued by BCSP to an individual indicating that the individual named in the document has met the requirements for the credential named therein. Possessing a certificate does not necessarily imply that the holder of the certificate is currently certified.

ARTICLE II
OFFICES AND REGISTERED AGENT

Section 1 – Offices

The corporation shall have and continuously maintain in the State of Illinois a registered office. However, it may have other offices within or out of the State of Illinois as the Board of Directors may from time to time determine.

Section 2 – Registered Agent

The corporation shall appoint and continuously maintain a registered agent who is a resident of the State of Illinois and whose office is identical to the registered office provided for in Section I of this Article. He/She shall perform such duties as are delegated to him/her by the President.

ARTICLE III
BOARD OF DIRECTORS

Section 1 – General Powers

The affairs of this corporation shall be governed by its Board of Directors, herein called the “Board,” who shall constitute the members of said corporation.

Section 2 – Number and Tenure

The number of Directors on the Board shall be no less than nine and a maximum number of fourteen Directors and consist of a diverse representation of the certification population as recommended by the Nominations and Board Development Committee and approved by the Board. There shall be at least one Public Director on the Board. The maximum number of terms, full and/or fractional, any one Director may serve on the Board shall be limited to two, except for the immediate Past-President, who, if in his/her second term of office as a Director has expired after he/she has served as President, shall remain on the Board for an additional year and except for the provisions contained in Article III, Section 5. A full term shall be three years.

Section 3 – Qualifications

Each Director of the corporation except the Public Director shall hold a valid certification as a Certified Safety Professional.
Section 4 - Sponsoring Organizations

The Board may invite organizations which have objectives and programs that effectively support those of BCSP to become a BCSP sponsoring organization only if the invitation is approved by a two-thirds (2/3) vote of the total Directors currently serving. Acceptance by the organization to become a sponsoring organization allows them to nominate individuals holding valid BCSP certifications for Director positions.

A. A BCSP sponsoring organization may terminate its relationship with BCSP and relinquish its status as a sponsoring organization at any time.

B. BCSP may terminate the sponsoring organization relationship, only if the termination is approved by a two-thirds (2/3) vote of the total Directors currently serving.

Section 5 – Selection

Directors for a three-year term, or fraction thereof, shall be nominated by anyone holding a valid CSP certification or by a sponsoring organization. Should it occur that the second (final) terms of four (4) or more Directors end simultaneously, the Board may extend the terms of not more than two Directors, each by a single year; or should it occur that the second (final) terms of three (3) Directors end simultaneously, the Board may extend the terms of one Director, for an additional year for the purpose of sustaining continuity of effort. Such extension of terms will require a two-thirds (2/3) vote of the entire Board. Such an extension may not be applied to any individual Director on more than one occasion nor for more than one year.

Section 6 – Composition of Board of Directors

The Board of Directors shall:

A. Elect annually, qualified persons to fill each Director position for which a vacancy will exist as of the next January.
B. Secure from each individual elected a signed acceptance and submit the same to the corporation's registered office.

Section 7 – Regular Meetings

Regular meetings of the Board shall be held at least annually at such time and place as shall be determined by the Board.

Section 8 – Special Meetings

Special meetings of the Board shall be convened upon the call of the President or a quorum of Directors, which meetings may be called for any place either within or outside the State of Illinois. Notice of any special meeting of the Board shall be given at least seven (7) days prior thereto by appropriate means (i.e., electronic media, mail, telephone, facsimile, courier, etc.) to Directors at their address as shown by the records of the corporation.

Section 9 – Quorum

A quorum of the Board of Directors shall exist when a majority of its Directors are present, one of which must be the President, or the Vice President. A majority vote of the Board, a quorum being present and voting, shall be decisive, except for actions to be taken with regard to:

A. Article III, Sections 4, 5, and 14
B. Article IV, Section 3 and 8b
C. Article XII

Section 10 – Manner of Acting
The Board is authorized to act when:

A. Legally convened at a meeting of the Board called in accordance with the provisions of Sections 7 and 8 of this Article.

B. Polled by mail or email ballot in accordance with the provisions of the General Not-For-Profit Act of the State of Illinois, except for the election of officers.

Section 11—Committees

The following are established committees of the Board:

A. A Nominations and Board Development Committee shall consist of five Directors including President, the past President as chair, the Public Director, and two Directors, appointed annually by the President.

B. An Executive Committee shall consist of the elected officers (President, Vice-President Treasurer) and the immediate Past-President and which shall be chaired by the President and meet upon his/her call. The immediate Past-President shall be a Director for one year immediately following his/her term as President.

C. A Finance Committee shall be appointed by the President. The Finance Committee shall be chaired by the Treasurer.

D. A Certification Committee shall be appointed by the President. The Certification Committee shall be chaired by the Vice President.

E. The President may create ad hoc committees, in addition to those named in these Bylaws, and delegate to them such powers and duties as deemed advisable.

F. A quorum of a committee exists when a majority of its Directors are present at a live, telephonic or electronic meeting.

G. A committee is authorized to act when a quorum of its Directors is present at a meeting or conference call or when polled by mail or email ballot and under the direction of its Chair.

H. The Chief Executive Officer is an ex-officio member of all Committees without vote.

Section 12 - Judicial Commission

There shall be a Judicial Commission that shall be responsible for:

A. Conducting hearings related to appeals, disputes and complaints and reaching final disposition of all such cases in accordance with policies created by the Board.

B. Decisions of the Judicial Commission are final and may not be appealed.

The Judicial Commission shall consist of four to seven non board members appointed annually for a term of one (1) year by the President of the Board in January of each year. Four Commissioners shall be assigned to each appeal, of which three represent a quorum.

Section 13 – Compensation

Directors shall not receive compensation for their services. The BCSP may provide for insurance coverages and reasonable travel expenses for Directors.

Section 14 - Removal and Resignation
A Director may be removed from the Board by an affirmative vote of two-thirds (2/3) of all Directors currently serving on the Board. A Director may resign upon providing prior written notice.

**ARTICLE IV**

**OFFICERS AND EMPLOYEES**

**Section 1 – Officers**

Except for the office of Secretary, all elected officers of the corporation shall be chosen from the Board. There shall be a President, a Vice President, and a Treasurer, and such other officers as may be elected in accordance with these Bylaws. The office of Secretary shall be filled by the Chief Executive Officer. The Public Director shall not be eligible to hold any office other than the office of Treasurer.

**Section 2 – Election and Term of Office**

The elected officers of the corporation shall be elected annually by the Board at its annual meeting. If a quorum of the Board is not present at the annual meeting, the election of officers shall not be held at that time, but shall be held at a meeting to take place as soon thereafter as convenient and where a quorum is present. Vacancies may be filled or new offices created and filled at any legally convened meeting of the Board. Each elected officer shall hold office until his/her successor shall have been duly elected. Directors elected to any office shall have served at least one year as Director, prior to taking such office.

A. The Vice President shall be elected to a one-year term of office and shall be President-elect and serve as President for a one-year term immediately following his or her term as Vice President.

B. In the event that the Vice President is unable to serve a term as President immediately following his or her term as Vice President, any other qualified Director may be elected to the office of President.

C. The Treasurer shall be elected to a two-year term of office.

**Section 3 - Removal and Resignation**

Any officer elected (or appointed) by the Board may be removed by a two-thirds (2/3) vote of all Directors currently serving on the Board whenever in its judgment the best interests of the BCSP would be served. An officer may resign upon providing prior written notice.

**Section 4 – President**

The President shall be the chief elected officer of the corporation. The President shall oversee the affairs of the corporation and shall preside at all meetings of the Board. The President may sign in this corporate capacity, with the Secretary or any other proper officer of the corporation authorized by the Board, certificates of qualification, deeds, mortgages, bonds, contracts, or any other instrument which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the corporation; and in general shall perform all duties as may be prescribed by the Board. The President may issue resolutions or statements on behalf of the Board and take official action on matters of national significance without approval of the Board of Directors that is not contrary to BCSP policy.

**Section 5 – Vice President**

In the absence of the President or in the event of his/her inability to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the office of President. The Vice President shall chair strategic planning activities.

**Section 6 – Secretary**
The Secretary shall oversee the keeping of the minutes of all Board and Executive Committee meetings, periodically review the operation of the Corporation's offices to see that all necessary records are properly maintained and that applications are being properly processed, and perform such other duties as may be assigned by the President.

Section 7—Treasurer

The Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such sureties as the Board shall determine. The corporation shall pay all fees in connection therewith. The Treasurer shall have charge of and be responsible for all funds and securities of the corporation and for the deposit of all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws, and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President. Any and all of the above duties, while not entirely delegable to another officer of the corporation, may be carried out by the Chief Executive Officer so long as such duties are overseen by the Treasurer.

Section 8 - Chief Executive Officer

A. The Chief Executive Officer shall be an appointed officer, selected by the Executive Committee and confirmed by the Board. The Chief Executive Officer shall be paid an annual salary, to be set by the President and confirmed by the Board; shall be bonded, and under the general supervision of the President, shall manage and supervise the business of the Board's operations and personnel.

B. After concurrence of two-thirds (2/3) of the Board, the Chief Executive Officer may be removed upon written notification from the President. The Chief Executive Officer may request an opportunity for a formal hearing before the Board prior to being removed by an affirmative vote of three-fourths (3/4) of the directors currently serving on the Board. The Chief Executive Officer may resign upon providing prior written notice to the President.

Section 9 - Employees

BCSP may employ such technical, administrative, and clerical personnel, as it shall deem necessary to carry out its duties and operations. The Chief Executive Officer, with the concurrence of the Executive Committee, shall employ, supervise, and maintain this staff.

Section 10 – Consultants

BCSP may engage the services of an Examination Consultant and other consultants as deemed necessary by majority vote of the Board.

ARTICLE V
CERTIFICATION

Section 1 - General Provisions

As prescribed by the Board, applicants for certification shall:

A. Submit an application for certification

B. Meet certification eligibility requirements
C. Except as provided elsewhere in these Bylaws and by resolutions of the Board, successfully complete examinations to determine qualifications for certification

D. Be of good moral character

E. Comply with the Procedures for Certification and Code of Ethics as adopted by the Board

**Section 2 - Recertification**

Certifications must be maintained in a current and valid status as specified by the Recertification requirements established by the Board.

**Section 3 - Board Final Authority**

The Board shall have the final authority for the purpose of examining and certifying applicants and credential holders.

**ARTICLE VI**

**INDEMNIFICATION**

**Section 1**

Any person, his/her heirs, executors, administrators or assigns, made a party to any action suit or proceeding by reason of the fact that such person was an officer, director or employee of the corporation shall be indemnified by the corporation against all expenses, including attorney's fees and judgments, but not to exceed the limits of reasonable amounts of insurance which shall be carried by the corporation for this purpose, which are actually and necessarily incurred in connection with the defense of any such action, suit or proceeding, which he/she shall be adjudged in such action, suit or proceeding to be liable for intentional and willful misconduct in the performance of his/her duties. Such right of indemnification shall be in addition to any other rights to which he/she may be entitled under the Bylaws, agreement, votes or otherwise.

**ARTICLE VII**

**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1 - Contracts**

The Board may authorize in writing, any Director or employee of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation as may be necessary to carry out the purposes of the corporation.

**Section 2 - Checks, Drafts, Payment**

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer, Director or employee of the corporation and in such manner as shall from time to time be determined by the Board, such instruments shall be signed by the President and countersigned by the Treasurer.
Section 3 – Deposits

All funds of the corporation, except for petty cash, shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE VIII
BOOKS, RECORDS AND REPORTS

Section 1 – Books and Records

The corporation shall keep correct and complete records of accounts and shall also keep minutes of the proceedings of its Board, and committees having any of the authority of the Board and shall keep at the registered or principal office a record giving the names and addresses of all persons holding a valid credential issued by the BCSP.

Section 2 – Reports

Each year, a brief report of the activities of this corporation in the annual period ending December 31 shall be prepared by or at the direction of the President of this corporation and shall be presented to all Directors. Additionally, a fiscal report including an audit by an outside auditing firm shall be prepared and distributed to the Directors.

ARTICLE IX
FISCAL YEAR

Section 1

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December.

ARTICLE X
CORPORATE SYMBOL

Section 1 - Corporate Symbol

The Board shall create an official name, and from time to time, an acronym and symbol of the corporation. The Board shall authorize legal counsel to file for and retain protection of these marks with the U.S. Patent and Trademark office and other countries deemed necessary by the Board. The Board shall establish procedures by which any of these marks by others may be authorized.

ARTICLE XI
WAIVER OF NOTICE

Section 1

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice, except as provided in Article XII of these Bylaws. Attendance at any legally convened meeting of the Board shall constitute a waiver of notice of such meeting.
ARTICLE XII
AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

Section 1

The Articles of Incorporation and Bylaws of this corporation may be altered, amended or repealed by action authorized by a two-thirds (2/3) vote of the entire Board at any regular meeting, or at a special meeting, for which written notice of the purpose shall be given to all members of the aforesaid Board, and further provided that no such action shall have the effect of requiring or permitting anything which, in the opinion of counsel designated by the President of this corporation, would result in the disqualification of the corporation under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The Bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XIII
ADDITIONAL ORGANIZATIONAL UNITS

Section 1

Without limiting the powers and authority of the Board of Directors as may be otherwise provided by law or these Bylaws, the Board of Directors may establish such subsidiaries, business units or other organizational units as the Board shall from time to time find necessary or convenient in carrying out the purposes of BCSP.

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