

1 **BYLAWS**
2 **BOARD OF CERTIFIED SAFETY PROFESSIONALS**
3

4 **Board of Certified Safety Professionals**
5 **8645 Guion Road**
6 **Indianapolis, IN 46268**
7 **(317) 593-4800**
8 **FAX: (317) 593-4400**
9

10
11 **ARTICLE I**
12 **NAME, PURPOSE, FUNDS, AND DEFINITIONS**
13

14 **Section 1 – Name**
15

16 The name of this corporation shall be the "Board of Certified Safety Professionals," hereinafter called the "BCSP".
17

18 **Section 2 – Purpose**
19

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

- 21
22 A. Establish the minimum education, experience, and training requirements necessary to achieve credentials
23 established pursuant to resolution by the Board.
24
25 B. Provide training and continuing education opportunities as deemed necessary by the Board.
26
27 C. Determine the qualifications of applicants and verify the competency of candidates for credentials to be issued
28 by the BCSP.
29
30 D. Grant credentials and maintain a directory of all valid credential holders.
31
32 E. Establish requirements for recertification.
33
34 F. Promote the benefits to the safety, health and environmental industry on the benefits of attaining BCSP
35 credentials.
36

37 **Section 3 – Funds**
38

39 The primary source of BCSP funding is through credentialing, recertification, reinstatement, education and
40 training.
41

42 **Section 4 – Application of Funds**
43

44 Expenses of the administration of BCSP will be paid under the provision of Section 3 and within the scope of
45 Section 2.
46

47 **Section 5 – Definitions**
48

49 For the purposes of these Bylaws, the terms listed below are defined as follows:
50

- 51 A. Credential –An individual who has met a set of standards established by the BCSP.
52
53 B. Certification –A credential denoting that an individual has met a set of standards and demonstrated
54 competency by examination after completing an application and evaluation process and continues to meet
55 requirements to retain the credential.
56

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 has met the requirements for the credential named therein. Possessing a certificate does not necessarily imply that the credential holder is currently certified.

ARTICLE II **OFFICES AND REGISTERED AGENT**

Section 1 – Offices

BCSP will maintain a registered office and a registered agent in the State of Illinois and may have other offices within or outside the state.

ARTICLE III **BOARD OF DIRECTORS**

Section 1 – General Powers

Board of Directors, herein called the "Board" will govern the affairs of BCSP.

Section 2 – Number and Tenure

The Board will have no less than nine or more than fourteen Directors. Directors will be recommended by the Nominations and Board Development Committee and approved by the Board. There will be at least one Public Director on the Board. In the event that the Board falls below nine members, the Board will expediently select a candidate(s) to fulfill the empty position(s). Directors may serve for two (2) consecutive terms of up to three (3) years each, except for the immediate Past-President, who, if in their second term of office as a Director has expired after they have served as President, will remain on the Board for an additional year and except for the provisions contained in Article III, Section 5. A full term will be three years. A former Director who has not served on the Board within the past seven (7) years may serve again, if elected. A Director who previously held a position as a Director of the BCSP Foundation and has not been a part of the Foundation Board within the past three (3) years may serve on the BCSP Board if elected.

Section 3 – Qualifications

Each Director of BCSP, except a Public Director, will hold a valid credential as a Certified Safety Professional.

Section 4 – Selection

Directors for a three-year term, or a fraction thereof, may be nominated by anyone holding a valid CSP credential. Should 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 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 5—Composition of Board of Directors

The Board of Directors shall:

A. Elect qualified persons to the Board annually, as deemed necessary.

114 B. Secure a signed acceptance from each individual elected and submit to the CEO.

115
116 **Section 6 – Regular Meetings**

117
118 Regular Board meetings will be held at least annually as determined by the President of the Board.

119
120 **Section 7 – Special Meetings**

121
122 The President or a quorum of Directors may call for special meetings. The Directors will be given at least seven (7)
123 days prior notice of the meeting by appropriate means (i.e., electronic media, mail, telephone, facsimile, courier,
124 etc.).

125
126 **Section 8 – Notice**

127
128 Written notice of any special meeting of the Board will be given at least 7 days in advance to each Director at their
129 address as shown by the records of BCSP. No special meeting of the Board may remove a Director unless written
130 notice of the proposed removal is delivered to all Directors at least 20 day prior to such meeting.

131
132 Mail notice will be considered delivered when deposited in the United States postage thereon prepaid. An electronic
133 notice will be considered to be delivered when the electronic mail message is transmitted if the recipient's server
134 accepts the message.

135
136 The attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except when a Director
137 attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not
138 lawfully called convened.

139
140 **Section 9– Quorum**

141
142 A quorum of the Board exists when a majority of its Directors are present, including at least the President or the Vice
143 President. A majority vote of the Board with a quorum being present and voting will be final, except for actions to
144 be taken with regard to:

145
146 A. Article III, Sections 4 and 14

147
148 B. Article IV, Section 3 and 8b

149
150 C. Article XI

151
152 **Section 10 – Manner of Acting**

153
154 The Board is authorized to act when:

155
156 A. Legally convened at a meeting of the Board called in accordance with the provisions of Sections 7 and 8 of this
157 Article.

158
159 B. Polled by mail or email ballot in accordance with the provisions of the General Not-For-Profit Act of the State
160 of Illinois.

161
162 **Section 11–Committees**

163
164 The following are established committees of the Board:

165
166 A. A *Nominations and Board Development Committee* will consist of at least five Directors, including the
167 President, Past-President as chair, Public Director(s), and two Directors, appointed annually by the President.

168
169 B. A Executive Committee will consist of the President, Vice-President, and Treasurer and one Public Director
170 appointed annually by the President. The Public Director will serve as a non-voting ex officio member of the
171 Executive Committee unless a Public Director serves as Treasurer. Only one Public Director will serve on the

Executive Committee at any time. A Public Director may serve no more than three (3) years on the Executive Committee. The Executive Committee will be chaired by the President and meet upon their call. The immediate Past President will be a Director for one year immediately following their term as President and will serve as a voting member of the Executive Committee.

C. A *Finance Committee* will be appointed by the President and chaired by the Treasurer.

D. A *Credential Committee* will be appointed by the President and chaired by the Vice President.

E. The President may create additional ad hoc committees or task forces approved by the Board, in addition to those named in these Bylaws, and delegate to them such powers and duties as deemed advisable. Non-Directors may serve on these ad hoc committees or task forces at the direction of the President.

F. A quorum of a committee exists when a majority of its appointed members are present in person, telephonic or through virtual meeting.

G. A committee is authorized to act when a quorum of its appointed members is present at a meeting or conference call or when polled by mail or email ballot, in accordance with the provisions of the General Not-For-Profit Act of the State of Illinois, 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

The Judicial Commission is responsible for:

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

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

The Judicial Commission will consist of four to ten non-board members appointed annually for a term of one (1) year by the CEO and reported to the President. Four Commissioners are assigned by the CEO to each appeal, of which three represent a quorum.

Section 13–Compensation

Directors do 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 two-thirds (2/3) vote of the Board. A Director may resign upon providing written notice.

ARTICLE IV OFFICERS AND EMPLOYEES

Section 1 – Officers

BCSP elected officers of President, a Vice President, and a Treasurer will be chosen from the Board. Other officers may be elected in accordance with these Bylaws. The office of Secretary will be filled by the Chief Executive Officer. A Public Director may only hold the office of Treasurer.

Section 2 – Election and Term of Office

The Board will elect its officers annually when 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 will hold office until a successor has been elected. Directors elected to any office will have served at least one year as Director before taking such office.

A. The Vice President will be elected to a one-year term of office and will be President-elect and serve as President for a one-year term immediately following their term as Vice President.

B. If the Vice President is unable to serve a term as President immediately following their term as Vice President, any other qualified Director may be elected to the office of President.

C. The Treasurer will be elected to a two-year term of office. The Treasurer may serve more than one term if so elected.

Section 3 - Removal and Resignation

Any officer may be removed by a two-thirds (2/3) vote of the Board. An officer may resign upon providing written notice.

Section 4 – President

The President is the chief elected officer of the Board. The President will oversee the affairs of BCSP, preside at all meetings of the Board, and perform all other duties as delegated by the Board.

Section 5 – Vice President

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

Section 6 – Secretary

The Secretary will oversee the keeping of the minutes of all Board and Executive Committee meetings and perform such other duties as may be assigned by the President.

Section 7—Treasurer

The Treasurer will have charge and custody of and be responsible for all funds and securities of BCSP. They shall exhibit at all reasonable times the books of account and records to any of the Directors of BCSP upon application during business hours at the office of BCSP where such books and records will be kept; when requested by the Board. They will render a statement of the condition of the finances of BCSP at any meeting of the Board. They will receive and give receipts for monies due and payable to BCSP from any source whatsoever. In general, they will perform all the duties incident to the office of Treasurer and such other duties may be assigned to them by the President of the Board. The Treasurer will give such bond, if any, for the faithful discharge of their duties as the Board may require. Any and all of the above duties 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 will be employed by the Board and have general charge, control and supervision of all the business and affairs of BCSP, subject to the control of the President and Board. They will keep the Board fully informed and may freely consult the Board concerning the business of BCSP. They may have such other powers and perform such other duties specified by the Board. The Chief Executive Officer shall be bonded.

B. Subject to the terms of an employment contract, these bylaws, or a law providing otherwise, the Board may remove such Chief Executive Officer at any time with or without cause at a meeting called for that purpose by an affirmative vote of two-thirds (2/3) of the full Board of Directors. The Chief Executive Officer may resign upon providing written notice to the President, in accordance with and subject to any contractual requirements.

286
287 **Section 9– Employees**
288

289 BCSP may employ such technical, administrative, and clerical personnel, as necessary to carry out its duties and
290 operations. The Chief Executive Officer oversees the employment and supervision of the staff.
291
292
293

294 **ARTICLE V**
295 **CREDENTIAL**
296

297 **Section 1 - General Provisions**
298

299 As prescribed by the Board, applicants for certification will:

- 300 A. Submit an application
301
302 B. Meet eligibility requirements
303
304 C. Successfully complete examinations for certification
305
306 D. Comply with the Code of Ethics

307 **Section 2 - Recertification**
308

309 Maintain certifications as specified by the Recertification and annual renewal requirements.
310

311 **Section 3 – Board Final Authority**
312

313 The Board has the final authority for the purpose of examining and certifying candidates and credential holders.
314
315

316 **ARTICLE VI**
317 **INDEMNIFICATION**
318

319 **Section 1 – Indemnification**
320

321 BCSP will indemnify any person, his/her, executors, administrators or assigns who was or is a party or is
322 threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil,
323 criminal, administrative, or investigative by reason of the fact that they were or was a Director, officer, employee,
324 or agent of the corporation, or is or was serving at the request of BCSP as a Director, officer, employee, or agent of
325 another corporation, partnership, joint venture, trust, or other enterprises, against expenses (including attorneys'
326 fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in
327 connection with such action, suit, or proceeding, subject to the provisions of this Article.
328

329 **Section 2 – Determination of Conduct**
330

331 Any indemnification under this Article (unless ordered by a court) will be made by BCSP only as authorized in the
332 specific case, upon a determination that indemnification of the Director, officer, employee, or agent is proper in the
333 circumstances because they acted in good faith and in a manner they reasonably believed to be in, or not opposed
334 to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable
335 cause to believe their conduct was unlawful. Such determination will be made (a) by the Board by a majority vote
336 of a quorum consisting of Directors who were not parties to such action, suit, or proceeding or (b) if such a quorum

is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of BCSP or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that their conduct.

Section 3 – Payment of Expenses in Advance

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by BCSP in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount, unless it ultimately determined that they are entitled to be indemnified by BCSP as authorized in this Article.

Section 4 – Indemnification Not Exclusive

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and will continue as to a person who has ceased to be a director, officer, employee, or agent, and will inure to the benefit of the heirs, executors, and administrators of such a person.

Section 5 – Insurance

BCSP will purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of BCSP or who is or was serving at the request of BCSP as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of their status as such, whether or not BCSP would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE VII **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1 – Contracts

The Board may authorize in writing, any Director or employee of BCSP, 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 BCSP as may be necessary to carry out the purposes of BCSP.

Section 2 – Checks, Drafts, Payment

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of BCSP, will be signed by such officer, Director or employee of BCSP and as determined by the Board.

Section 3 – Deposits

All funds of BCSP, except for petty cash, shall be deposited to the credit of BCSP in such banks, trust companies or other depositories.

ARTICLE VIII **BOOKS, RECORDS AND REPORTS**

391
392 **Section 1 – Books and Records**
393

394 Correct and complete records of valid credential holders accounts and minutes of the Board proceedings will be
395 maintained at the registered or principal office.
396

397 **Section 2 – Reports**
398

399 A fiscal and activities report of BCSP will be provided to the Board annually at the direction of the President. A
400 fiscal report, including an audit by an outside auditing firm, will be prepared and distributed to the Board.
401

402
403 **ARTICLE IX**
404 **FISCAL YEAR**
405

406 **Section 1**
407

408 BCSP's fiscal year will begin on the first day of January and end on the last day of December.
409
410
411

412 **ARTICLE X**
413 **WAIVER OF NOTICE**
414

415 **Section 1**
416

417 Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws of
418 this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before
419 or after the time stated therein, shall be deemed equivalent to the giving of such notice, except as provided in
420 Article XI of these Bylaws. Attendance at any legally convened meeting of the Board will constitute a waiver of
421 notice of such meeting.
422
423

424 **ARTICLE XI**
425 **AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS**
426

427 **Section 1**
428

429 BCSP's Articles of Incorporation and Bylaws may be altered, amended or repealed by action authorized by a two-
430 thirds (2/3) vote of the entire Board at any regular meeting or special meeting, for which written notice of the
431 purpose will be given to the aforesaid Board, and further, provided that no such action will have the effect of
432 requiring or permitting anything which, in the opinion of counsel designated by the President of this corporation,
433 would result in the disqualification of BCSP under Section 501(c)6 of the Internal Revenue Code of 1986 (or the
434 corresponding provision of any future United States Internal Revenue Law). The Bylaws may contain any
435 provisions for the regulation and management of the corporation's affairs not inconsistent with the law or the
436 Articles of Incorporation.
437
438

439 **ARTICLE XII**
440 **ADDITIONAL ORGANIZATIONAL UNITS**
441

442 **Section 1**
443

444 Without limiting the powers and authority of the Board as may be otherwise provided by law or these Bylaws, the
445 Board may establish such subsidiaries, business units or other organizational units as the Board finds necessary or
446 convenient in carrying out the purposes of BCSP.

447	
448	
449	Approved November 29, 1979
450	Amended July 26, 1983
451	Amended March 21, 1988
452	Amended February 21, 1989
453	Amended November 6, 1991
454	Amended May 25, 1992
455	Amended March 27, 1995
456	Amended July 17, 1997
457	Amended January 1, 2002
458	Amended April 23, 2002
459	Amended December 1, 2003
460	Amended November 23, 2004
461	Amended April 22, 2007
462	Amended October 25, 2008
463	Amended December 22, 2008
464	Amended December 30, 2009
465	Amended November 3, 2010
466	Amended January 1, 2012
467	Amended April 30, 2012
468	Amended June 30, 2012
469	Amended January 1, 2013
470	Amended December 1, 2013
471	Amended January 1, 2015
472	Amended September 8, 2015
473	Amended April 29, 2017
474	Amended November 10, 2017
475	Amended April 26, 2019
476	Amended April 23, 2021
477	Amended April 29, 2022
478	Amended June 13, 2022
479	Amended November 4, 2022
480	Amended April 28, 2023
	Amended August 20, 2025