

**BYLAWS
BOARD OF CERTIFIED SAFETY PROFESSIONALS**

**Board of Certified Safety Professionals
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**ARTICLE I
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 a resolution by the Board of Directors.
- B. Provide training and continuing education opportunities for candidates and certificants as deemed necessary by the Board of Directors.
- C. Determine the qualifications of applicants and arrange, control, and conduct investigations and examinations to verify the competency of candidates for certifications to be issued by the BCSP.
- D. Grant and issue a certificate and maintain a directory of all valid credential holders.
- E. Establish requirements for 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.
- F. 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 candidates paying for training and continuing education services, 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 established by the BCSP.
- B. Certification — A credential denoting that an individual has met a set of standards and demonstrated competency 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 continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or outside the state.

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".

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. In the event that the Board falls below nine members, the Board shall 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 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. A former director who has not served on the Board within the past seven (7) years may serve again if elected.

Section 3 - Qualifications

Each Director of the corporation except a Public Director shall hold a valid certification as a Certified Safety Professional.

Section 4 - Selection

Directors for a three-year term, or fraction thereof, shall be nominated by anyone holding a valid CSP certification or by an endorsing 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 5 – Composition of Board of Directors

The Board of Directors shall:

- A. Elect annually, qualified persons to the Board, as deemed necessary by the Board.
- B. Secure from each individual elected, a signed acceptance and submit to the CEO.

Section 6 - Regular Meetings

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

Section 7 - 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 8 – 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 and 13
- B. Article IV, Section 3 and 8b
- C. Article XII

Section 9 – 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.

Section 10 – Committees

The following are established committees of the Board:

- A. A *Nominations and Board Development Committee* shall consist of at least five Directors including the President, Past-President as chair, Public Director(s), and two Directors, appointed annually by the President.
- B. An *Executive Committee* shall consist of the elected officers (President, Vice-President, and Treasurer) 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 and shall serve as a voting member of the Executive Committee.

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 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 at a live, telephonic or electronic 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 11 - 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 ten non-board members appointed annually for a term of one (1) year by the CEO and reported to the President. The CEO shall assign four Commissioners to each appeal, of which three represent a quorum.

Section 12 - Compensation

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

Section 13 - 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

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. A 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. If 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. The Treasurer may serve more than one term if so elected.

Section 3 - Removal and Resignation

Any officer elected (or appointed) by the Board 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 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 credentials, 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, or designee, 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 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 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 employee hired by the Board. The Chief Executive Officer shall be bonded, and under the supervision of the President, on behalf of the Board shall manage and supervise the business of the Board's operations and personnel and shall see that all orders and resolutions of the Board are carried into effect. The Chief Executive Officer shall perform such other duties and have such other authority as the President, and the Board of Directors may from time to time prescribe.

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.

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 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 a 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 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 and annual renewal requirements established by the Board.

Section 3 - Board Final Authority

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

**ARTICLE VI
INDEMNIFICATION**

Section 1 – Indemnification

The corporation shall indemnify any person, his/heirs, executors, administrators or assigns who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, subject to the provisions of this Article.

Section 2 – Determination of Conduct

Any indemnification under this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Such determination shall be made (a) by the board of directors by a majority vote 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 he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct.

Section 3 – Payment of Expenses in Advance

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the board of directors 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 shall ultimately be determined that he or she is entitled to be indemnified by the corporation 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 his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 5 – Insurance

The corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation 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 his or her

status as such, whether or not the corporation 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 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.

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 January 1 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 use 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.

Approved November 29, 1979
Amended July 26, 1983
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Amended February 21, 1989
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Amended May 25, 1992
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