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**BYLAWS
BOARD OF CERTIFIED SAFETY PROFESSIONALS**

**Board of Certified Safety Professionals
8645 Guion Road
Indianapolis, IN 46268
(317) 593-4800
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**ARTICLE I
NAME, PURPOSE, FUNDS, AND DEFINITIONS**

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Section 1 – Name

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

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Section 2 – Purpose

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

- A. Establish the minimum education, experience, and training requirements necessary to achieve credentials established pursuant to resolution by the Board.
- B. Provide training and continuing education opportunities as deemed necessary by the Board.
- C. Determine the qualifications of applicants and verify the competency of candidates for credentials to be issued by the BCSP.
- D. Grant credentials and maintain a directory of all valid credential holders.
- E. Establish requirements for recertification.
- F. Promote the benefits to the safety, health and environmental industry on the benefits of attaining BCSP credentials.

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Section 3 – Funds

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

Section 4 – Application of Funds

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

Section 5 – Definitions

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

- A. Credential –An individual who 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.

57 C. Designation —A credential denoting that an individual or organization has met standards established to achieve
58 and retain the credential and demonstrated such compliance through an application and evaluation process.
59

60 D. Certificate — A document issued by BCSP to an individual indicating that the individual has met the
61 requirements for the credential named therein. Possessing a certificate does not necessarily imply that the
62 credential holder is currently certified.
63

64
65 **ARTICLE II**
66 **OFFICES AND REGISTERED AGENT**
67

68 **Section 1 – Offices**
69

70 BCSP will maintain a registered office and a registered agent in the State of Illinois and may have other offices
71 within or outside the state.
72

73
74 **ARTICLE III**
75 **BOARD OF DIRECTORS**
76

77 **Section 1 – General Powers**
78

79 Board of Directors, herein called the "Board" will govern the affairs of BCSP.
80

81 **Section 2 – Number and Tenure**
82

83 The Board will have no less than nine or more than fourteen Directors. Directors will be recommended by the
84 Nominations and Board Development Committee and approved by the Board. There will be at least one Public
85 Director on the Board. In the event that the Board falls below nine members, the Board will expediently select a
86 candidate(s) to fulfill the empty position(s). Directors may serve for two (2) consecutive terms of up to three (3)
87 years each, except for the immediate Past-President, who, if in their second term of office as a Director has expired
88 after they have served as President, will remain on the Board for an additional year and except for the provisions
89 contained in Article III, Section 5. A full term will be three years. A former director who has not served on the
90 Board within the past seven (7) years may serve again, if elected.
91

92 **Section 3 – Qualifications**
93

94 Each Director of BCSP, except a Public Director, will hold a valid credential as a Certified Safety Professional.
95

96 **Section 4 – Selection**
97

98 Directors for a three-year term, or a fraction thereof, may be nominated by anyone holding a valid CSP credential.
99 Should the second (final) terms of four (4) or more Directors end simultaneously, the Board may extend the terms
100 of not more than two Directors, each by a single year; or should the second (final) terms of three (3) Directors end
101 simultaneously, the Board may extend the terms of one Director, for an additional year for the purpose of
102 sustaining continuity of effort. Such extension of terms will require a two-thirds (2/3) vote of the entire Board.
103 Such an extension may not be applied to any individual Director on more than one occasion nor for more than one
104 year.
105

106 **Section 5—Composition of Board of Directors**
107

108 The Board of Directors shall:
109

110 A. Elect qualified persons to the Board annually, as deemed necessary.
111

112 B. Secure a signed acceptance from each individual elected and submit to the CEO.
113

114 **Section 6 – Regular Meetings**

115
116 Regular Board meetings will be held at least annually as determined by the President of the Board.

117
118 **Section 7 – Special Meetings**

119
120 The President or a quorum of Directors may call for special meetings. The Directors will be given at least seven (7)
121 days prior notice of the meeting by appropriate means (i.e., electronic media, mail, telephone, facsimile, courier,
122 etc.).

123
124 **Section 8 – Notice**

125
126 Written notice of any special meeting of the Board will be given at least 7 days in advance to each Director at their
127 address as shown by the records of BCSP. No special meeting of the Board may remove a Director unless written
128 notice of the proposed removal is delivered to all Directors at least 20 day prior to such meeting.

129
130 Mail notice will be considered delivered when deposited in the United States postage thereon prepaid. An electronic
131 notice will be considered to be delivered when the electronic mail message is transmitted if the recipient's server
132 accepts the message.

133
134 The attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except when a Director
135 attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not
136 lawfully called convened.

137
138 **Section 9– Quorum**

139
140 A quorum of the Board exists when a majority of its Directors are present, including at least the President or the Vice
141 President. A majority vote of the Board with a quorum being present and voting will be final, except for actions to
142 be taken with regard to:

143
144 A. Article III, Sections 4 and 14

145
146 B. Article IV, Section 3 and 8b

147
148 C. Article XI

149
150 **Section 10 – Manner of Acting**

151
152 The Board is authorized to act when:

153
154
155 A. Legally convened at a meeting of the Board called in accordance with the provisions of Sections 7 and 8 of this
156 Article.

157
158 B. Polled by mail or email ballot in accordance with the provisions of the General Not-For-Profit Act of the State
159 of Illinois.

160
161 **Section 11–Committees**

162
163 The following are established committees of the Board:

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

166
167 B. A Executive Committee will consist of the President, Vice-President, and Treasurer and one Public Director
168 appointed annually by the President. The Public Director will serve as a non-voting ex officio member of the
169 Executive Committee unless a Public Director serves as Treasurer. Only one Public Director will serve on the
170 Executive Committee at any time. A Public Director may serve no more than three (3) years on the Executive
171 Committee. The Executive Committee will be chaired by the President and meet upon their call. The immediate

172 Past President will be a Director for one year immediately following their term as President and will serve as a
173 voting member of the Executive Committee.
174

175 C. A *Finance Committee* will be appointed by the President and chaired by the Treasurer.
176

177 D. A *Credential Committee* will be appointed by the President and chaired by the Vice President.
178

179 E. The President may create additional ad hoc committees or task forces approved by the Board, in addition to
180 those named in these Bylaws, and delegate to them such powers and duties as deemed advisable. Non-Directors
181 may serve on these ad hoc committees or task forces at the direction of the President.
182

183 F. A quorum of a committee exists when a majority of its appointed members are present in person, telephonic or
184 through virtual meeting.
185

186 G. A committee is authorized to act when a quorum of its appointed members is present at a meeting or conference
187 call or when polled by mail or email ballot, in accordance with the provisions of the General Not-For-Profit Act of
188 the State of Illinois, and under the direction of its Chair.
189

190 H. The Chief Executive Officer is an ex-officio member of all Committees without vote.
191

192 ***Section 12 - Judicial Commission***

193
194 The Judicial Commission is responsible for:
195

196 A. Conducting hearings related to appeals, disputes and complaints and reaching final disposition of all such
197 matters in accordance with policies created by the Board.
198

199 B. Decisions of the Judicial Commission are final and may not be appealed.
200

201 The Judicial Commission will consist of four to ten non-board members appointed annually for a term of one (1)
202 year by the CEO and reported to the President. Four Commissioners are assigned by the CEO to each appeal, of
203 which three represent a quorum.
204

205 ***Section 13-Compensation***

206
207 Directors do not receive compensation for their services. The BCSP may provide for insurance coverages and
208 reasonable travel expenses for Directors.
209

210 ***Section 14 - Removal and Resignation***

211
212 A Director may be removed from the Board by an affirmative two-thirds (2/3) vote of the Board. A Director may
213 resign upon providing written notice.
214

215 216 ***ARTICLE IV***

217 **OFFICERS AND EMPLOYEES**

218 219 ***Section 1 – Officers***

220
221 BCSP elected officers of President, a Vice President, and a Treasurer will be chosen from the Board. Other
222 officers may be elected in accordance with these Bylaws. The office of Secretary will be filled by the Chief
223 Executive Officer. A Public Director may only hold the office of Treasurer.
224

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

226

227 The Board will elect its officers annually when a quorum is present. Vacancies may be filled or new offices created
228 and filled at any legally convened meeting of the Board. Each elected officer will hold office until a successor has
229 been elected. Directors elected to any office will have served at least one year as Director before taking such office.
230

231 A. The Vice President will be elected to a one-year term of office and will be President-elect and serve as President
232 for a one-year term immediately following their term as Vice President.
233

234 B. If the Vice President is unable to serve a term as President immediately following their term as Vice President,
235 any other qualified Director may be elected to the office of President.
236

237 C. The Treasurer will be elected to a two-year term of office. The Treasurer may serve more than one term if so
238 elected.
239

240 **Section 3 - Removal and Resignation**

241
242 Any officer may be removed by a two-thirds (2/3) vote of the Board. An officer may resign upon providing written
243 notice.
244

245 **Section 4 – President**

246
247 The President is the chief elected officer of the Board. The President will oversee the affairs of BCSP, preside at
248 all meetings of the Board, and perform all other duties as delegated by the Board.
249

250 **Section 5 – Vice President**

251
252 In the absence of the President or in the event of their inability to act, the Vice President will perform the duties of
253 the President and, when so acting, will have all the powers of and be subject to all restrictions upon the office of
254 President. The Vice President chairs the strategic planning activities.
255

256 **Section 6 – Secretary**

257
258 The Secretary will oversee the keeping of the minutes of all Board and Executive Committee meetings and perform
259 such other duties as may be assigned by the President.
260

261 **Section 7—Treasurer**

262
263 The Treasurer will have charge and custody of and be responsible for all funds and securities of BCSP. They shall
264 exhibit at all reasonable times the books of account and records to any of the Directors of BCSP upon application
265 during business hours at the office of BCSP where such books and records will be kept; when requested by the
266 Board. They will render a statement of the condition of the finances of BCSP at any meeting of the Board. They
267 will receive and give receipts for monies due and payable to BCSP from any source whatsoever. In general, they
268 will perform all the duties incident to the office of Treasurer and such other duties may be assigned to them by the
269 President of the Board. The Treasurer will give such bond, if any, for the faithful discharge of their duties as the
270 Board may require. Any and all of the above duties may be carried out by the Chief Executive Officer so long as
271 such duties are overseen by the Treasurer.
272

273 **Section 8- Chief Executive Officer**

274
275 A. The Chief Executive Officer will be employed by the Board and have general charge, control and supervision of
276 all the business and affairs of BCSP, subject to the control of the President and Board. They will keep the Board
277 fully informed and may freely consult the Board concerning the business of BCSP. They may have such other
278 powers and perform such other duties specified by the Board. The Chief Executive Officer shall be bonded.
279

280 B. Subject to the terms of an employment contract, these bylaws, or a law providing otherwise, the Board may
281 remove such Chief Executive Officer at any time with or without cause at a meeting called for that purpose by an
282 affirmative vote of two-thirds (2/3) of the full Board of Directors. The Chief Executive Officer may resign upon
283 providing written notice to the President, in accordance with and subject to any contractual requirements.
284

285 **Section 9– Employees**

286
287 BCSP may employ such technical, administrative, and clerical personnel, as necessary to carry out its duties and
288 operations. The Chief Executive Officer oversees the employment and supervision of the staff.
289

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292 **ARTICLE V**
293 **CREDENTIAL**

294
295 **Section 1 - General Provisions**

296
297 As prescribed by the Board, applicants for certification will:

298 A. Submit an application

299 B. Meet eligibility requirements

300
301 C. Successfully complete examinations for certification

302
303 D. Comply with the Code of Ethics

304
305 **Section 2 - Recertification**

306
307 Maintain certifications as specified by the Recertification and annual renewal requirements.
308

309 **Section 3 – Board Final Authority**

310
311 The Board has the final authority for the purpose of examining and certifying candidates and credential holders.
312

313

314 **ARTICLE VI**
315 **INDEMNIFICATION**

316
317 **Section 1 – Indemnification**

318
319 BCSP will indemnify any person, his/her, executors, administrators or assigns who was or is a party or is
320 threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil,
321 criminal, administrative, or investigative by reason of the fact that they were or was a director, officer, employee,
322 or agent of the corporation, or is or was serving at the request of BCSP as a director, officer, employee, or agent of
323 another corporation, partnership, joint venture, trust, or other enterprises, against expenses (including attorneys'
324 fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in
325 connection with such action, suit, or proceeding, subject to the provisions of this Article.
326

327 **Section 2 – Determination of Conduct**

328
329 Any indemnification under this Article (unless ordered by a court) will be made by BCSP only as authorized in the
330 specific case, upon a determination that indemnification of the Director, officer, employee, or agent is proper in the
331 circumstances because they acted in good faith and in a manner they reasonably believed to be in, or not opposed
332 to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable
333 cause to believe their conduct was unlawful. Such determination will be made (a) by the Board by a majority vote
334 of a quorum consisting of directors who were not parties to such action, suit, or proceeding or (b) if such a quorum
335 is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal
336 counsel in a written opinion.

337
338 The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of
339 nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith
340 and in a manner they reasonably believed to be in or not opposed to the best interests of BCSP or, with respect to
341 any criminal action or proceeding, that the person had reasonable cause to believe that their conduct.
342

343 **Section 3 – Payment of Expenses in Advance**
344

345 Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by BCSP in advance of
346 the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt
347 of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount, unless it
348 ultimately determined that they are entitled to be indemnified by BCSP as authorized in this Article.
349

350 **Section 4 – Indemnification Not Exclusive**
351

352 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those
353 seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise,
354 both as to action in their official capacity and as to action in another capacity while holding such office, and will
355 continue as to a person who has ceased to be a director, officer, employee, or agent, and will inure to the benefit of
356 the heirs, executors, and administrators of such a person.
357

358 **Section 5 – Insurance**
359

360 BCSP will purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or
361 agent of BCSP or who is or was serving at the request of BCSP as a director, officer, employee, or agent of another
362 corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person
363 and incurred by such person in any such capacity, or arising out of their status as such, whether or not BCSP would
364 have the power to indemnify such person against such liability under the provisions of this Article.
365

366
367 **ARTICLE VII**
368 **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**
369

370 **Section 1 – Contracts**
371

372 The Board may authorize in writing, any Director or employee of BCSP, in addition to the officers so authorized
373 by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of
374 BCSP as may be necessary to carry out the purposes of BCSP.
375

376 **Section 2 – Checks, Drafts, Payment**
377

378 All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the
379 name of BCSP, will be signed by such officer, Director or employee of BCSP and as determined by the Board.
380

381 **Section 3 – Deposits**
382

383 All funds of BCSP, except for petty cash, shall be deposited to the credit of BCSP in such banks, trust companies or
384 other depositories.
385
386

387 **ARTICLE VIII**
388 **BOOKS, RECORDS AND REPORTS**
389

390 **Section 1 – Books and Records**

391
392 Correct and complete records of valid credential holders accounts and minutes of the Board proceedings will be
393 maintained at the registered or principal office.

394
395 **Section 2 – Reports**
396

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

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401 **ARTICLE IX**
402 **FISCAL YEAR**
403

404 **Section 1**
405

406 BCSP's fiscal year will begin on the first day of January and end on the last day of December.
407
408
409

410 **ARTICLE X**
411 **WAIVER OF NOTICE**
412

413 **Section 1**
414

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

422 **ARTICLE XI**
423 **AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS**
424

425 **Section 1**
426

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

437 **ARTICLE XII**
438 **ADDITIONAL ORGANIZATIONAL UNITS**
439

440 **Section 1**
441

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

Approved November 29, 1979

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