

## BYLAWS SOUTHWEST CHAPTER

### AMERICAN SOCIETY OF SAFETY PROFESSIONALS

Bylaws Adopted August 2022

Bylaws Approved by the Area Director and Regional Vice President

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(Regional Vice President)

(Date)

Richard McCain, CSP

Richard McCain, CSP (Jan 9, 2023 15:30 CST)

(Area Director)

(Date)

Chapter Chartered: November 23, 1937

#### ARTICLE I - NAME

Section 1. The name of this organization shall be the Southwest Chapter of the American Society of Safety Professionals.

Section 2. Hereinafter, the Southwest Chapter will be referred to as the Chapter, and the American Society of Safety Professionals will be referred to as the Society.

#### ARTICLE II - PURPOSE

Section 1. The purpose of this Chapter will be to promote the advancement of the safety profession and safety professionals and development of its members in the geographical area served.

Section 2. In fulfilling its purposes, the Chapter shall have the following objectives within the geographical area:

- a) To develop and promote educational programs for obtaining the knowledge required to perform the functions of a safety professional.
- b) To develop and disseminate locally, information and materials that will carry out the purposes of the Chapter, the Society, and serve the public.
- c) To provide and/or support forums for the interchange and acquisition of professional knowledge among its members.
- d) To foster liaison with local organizations of related disciplines.
- e) To inaugurate and implement programs and projects that are consistent with the purposes of the Chapter and the Society.
- f) To conduct Chapter affairs in a manner that will reflect the standards purposes and objectives of the Society.
- g) To support the Student Chapter(s) within the area through scholarship, mentoring, and financial aid while in the pursuit of a degree in environmental safety and health.

### ARTICLE III- MEMBERSHIP

- Section 1      Membership in the Chapter is open to those individuals who are members of the Society in good standing and who are located within the Chapter's geographical area, or who request membership in it. All members of the Chapter shall be members of the Society.
- Section 2      Membership is personal and not transferable.
- Section 3      All Chapter members are eligible to vote on all matters submitted to the Chapter membership.

### ARTICLE IV- ORGANIZATION

- Section 1      The Chapter is a not-for-profit organization chartered by the Society for the purpose of carrying out the objectives of the Society in its geographical area. It shall operate in accordance with Society Bylaws.
- Section 2      In order to maintain its Charter, the Chapter shall have a minimum of forty (40) active members.
- Section 3      The Chapter is located in the North Area, Region III, and the Chapter's geographical area is defined as follows: Texas: Collin, Cooke, Dallas, Denton, Ellis, Fannin, Grayson, Hunt, Kaufman, Navarro, and Rockwall Counties. Oklahoma: Southeastern Oklahoma State University located in Bryan County.
- Section 4      An Executive Committee shall be responsible for the operation and management of the Chapter. It shall be responsible for the supervision and care of all property, have full authority to commit the Chapter to action in consonance with resolutions adopted at meetings of the Chapter, and may cooperate with other organizations on such basis that will not impair the ability of the Chapter to pursue its purposes independently.
- Section 5      A majority of the Executive Committee present at a meeting shall constitute a quorum. A smaller number may hold meetings, discuss business, and prepare proposals for presentation to a quorum of the Executive Committee. For the purpose of this Section, a "meeting" is defined as either an in-person gathering, a telephone conference call, or an internet-based web conference where discussion may be held in real-time.
- Section 6      The Executive Committee shall consist of the Elected Officers, Appointed Officers, Advisory Group Member(s) on the ASSP Advisory Group, and the immediate available Past President of the Chapter. Each member of the Executive Committee has the right to vote on matters of business brought to the Executive Committee for consideration.
- a) A regular meeting of the Executive Committee shall be held at least six (6) times a year on dates selected by the Executive Committee. Notices of such meetings shall be given to the Executive Committee members at least three (3) days prior to the meeting.
  - b) Special meetings of the Executive Committee shall be held upon call of the President or any five (5) members of the Committee. Such meetings shall be restricted to the business stated in the call and shall not be held until five (5) days after the notice has been distributed.
  - c) Notification shall be by mail, e-mail, telephone, or facsimile machine (FAX) stating the time, place, and purpose of the meeting.

- Section 7 Each major objective as listed in Article II, Section 2 of these Bylaws shall be under the supervision of either a Chapter officer or an appointed committee chairperson. Committee chairs and all members of the committee are appointed by the President subject to approval by the Executive Committee.
- Section 8 The Chapter President is the voting representative for the Chapter at the Area Operating Committee or Regional Operating Committee meetings. A Professional Member or Member who is an Elected Officer of the Chapter may serve instead of the President if so, designated in writing to the Area Director or Regional Vice President.
- Section 9 Elected Officers and Advisory Group Member(s) on the ASSP Advisory Group shall be elected by members of the Chapter. The Appointed Officers listed in Article V, Section 9, shall be appointed to their position as outlined in Article VI, Section 9.
- Section 10 The Chapter activity year shall be from July 1 to June 30.

#### ARTICLE V - OFFICERS

- Section 1 Elected Officers of the Chapter shall be:

- a) President
- b) 1st Vice President
- c) Treasurer
- d) Secretary
- e) Advisory Group Member(s) on the ASSP Advisory Group

NOTE: One advisory group member for each 250 members or portion thereof as defined in Society Bylaws and based on the official December 31 count by Society Headquarters.

- Section 2 Each elected Chapter officer shall be a Society member for one year prior to taking office; exceptions must be approved by the Regional Vice President. However, only a Professional Member or Member may hold the offices of President, 1st Vice President, or Advisory Group Member(s) on the ASSP Advisory Group.

- Section 3 The President shall:

- a) Preside at regular and special meetings of the Chapter Executive Committee and the membership.
- b) Represent the Chapter at meetings of other organizations where official representation of the Chapter is desirable.
- c) Be a representative for the Chapter at the Area Operating Committee or Regional Operating Committee meetings.
- d) Provide leadership for programs and activities for the Chapter during the term of office.
- e) Appoint such committees as are necessary to implement the objectives of the Chapter.
- f) Prepare and submit a completed annual planning template to the Area Director or Regional Vice President and Society headquarters by August 15.

- g) Submit a completed Annual Performance Report to the Area Director or Regional Vice President and Society Headquarters by June 30 when the term of office ends.
- h) Submit the names of Chapter Officers and Advisory Group Member(s) elected for the ensuing year annually by May 31 to the Area Director, the Regional Vice President, and Society Headquarters.

Section 4 The 1st Vice President shall:

- a) Succeed to the office of President and carry out its duties if the President is unable to serve at any point during the term of office.
- b) Assume responsibilities for the work of committees as assigned by the President.
- c) Preside at regular and special meetings of the Executive Committee and the membership in the absence of the President.
- d) Coordinate the work of the Vice President, Member Services, as directed by the President.
- e) Coordinate the activities necessary for effective membership meetings.
- f) Be recognized as President-Elect and, upon completion of the term of office as 1st Vice President, succeed to the office of President for the following year.

Section 5 The Treasurer shall:

- a) Maintain all financial records of the Chapter. The Chapter fiscal year runs from April 1 through March 31.
- b) Supervise the receipt and disbursement of funds as directed by the Chapter Executive Committee.
- c) Maintain Chapter funds in a depository approved by the Chapter Executive Committee.
- d) Submit a completed Chapter Dues Report to Society by March 1, if a change in the annual dues has been approved by the Chapter for the coming year.
- e) Complete the Chapter's audited income & expense statement and any IRS tax documents for the fiscal year ending March 31. Transmit fiscal report and any tax documents to Society Headquarters on or before May 31.
- f) Assume the duties of the Secretary as necessary.
- g) Coordinate the work of the Vice President, Professional Development, as directed by the President.

Section 6 The Secretary shall:

- a) Maintain Chapter records and correspondence.
- b) Record and distribute minutes of Chapter meetings and Chapter Executive Committee meetings.

- c) Notify Chapter members of meetings.
- d) Retain custody of the Chapter Charter.
- e) Assume the duties of the Treasurer as necessary.
- f) Coordinate the work of the Vice President, Communications, as directed by the President.

Section 7 The Immediate Past President shall:

- a) Attend Executive Committee meetings as a voting committee member.
- b) Provide counsel to the Executive Committee, when requested.

Section 8 The Advisory Group Member(s) on the ASSP Advisory Group shall:

- a) Operate in accordance with Advisory Group Operating Procedures, Society Bylaws, and Chapter Bylaws.
- b) Serve as representative of their local ASSP chapter on the ASSP Advisory Group.
- c) Actively discuss and provide input on issues/topics to the Board of Directors.

Section 9 Appointed Officers of the Chapter shall be:

- a) Vice President, Professional Development
- b) Vice President, Communications
- c) Vice President, Member Services

Section 10 Each Appointed Officer

- a) Shall be a Society and Chapter member for one year prior to taking office.
- b) Shall serve a term of one year, from July 1 to June 30.
- c) May, if re-appointed by the incoming President and confirmed by the new Executive Committee, succeed themselves in office for the next year.
- d) May also serve as the head of a function under themselves.

Section 11 Vice President, Professional Development shall:

- a) Coordinate professional development
- b) Plan and conduct an annual professional development conference (PDC).

- c) Promote certification programs (i.e. ASP/CSP/OHST) and provide members study opportunities.
- d) Ensure all areas of responsibility are represented in the budgeting process.

Section 12 Vice President, Communications shall:

- a) Ensure the dissemination of information to the Chapter members, as directed by the President, or by the Secretary on behalf of the President.
  - i) Oversee publication of the Chapter Newsletter at least four times per year, or as directed by the President.
  - ii) Serve as liaison to the Society Webmaster and be responsible for communication of content to be posted on the Chapter website.
  - iii) Coordinate Chapter group mailings (i.e., postcards, announcements, emails, etc.).
- b) Ensure the President and Vice President are on the mailing lists for Society, Region III, and other Chapter newsletters, as directed by the President.
- c) Ensure all areas of responsibility are represented in the budgeting process.

Section 13 Vice President, Member Services shall:

- a) Maintain records and correspondence related to the Chapter's membership, including up-to-date rosters and e-mail lists.
- b) Provide for welcoming of new and transferred members.
- c) Conduct new member orientations at least twice during the Chapter year.
- d) Organize and conduct activities to sustain and grow the membership.
- e) Ensure all areas of responsibility are represented in the budgeting process.

ARTICLE VI- NOMINATION, ELECTION, AND/OR APPOINTMENT OF OFFICERS

Section 1 The most recent immediate Past President available to serve shall be the Chairperson of the Nominations & Elections Committee. The Committee, including the Chairperson, will consist of no less than three (3) nor more than (5) members. One member shall be selected by the current Chapter President and the balance by the Committee Chairperson. Officers serving in positions that succeed to the next chapter officer level (i.e., 1st Vice President) may serve on the Nominations & Elections Committee. Newly nominated candidates and candidates for non-succeeding officer positions may not serve on the Nominations & Elections Committee.

The current President of the Chapter cannot serve on the Nominations and Elections

Committee. In cases where a chapter does not have an immediate Past President available to serve as the Nominations and Elections Chair, the chapter will notify the Regional Vice President who will make the selection from qualified members of the Chapter.

Selection of the Nominations and Elections Committee Members shall be completed no later than the first Executive Committee meeting of each calendar year and duly recorded and reported to Society. The full final Nominations & Elections Committee must approve the slate of officer candidates.

- Section 2      The Nominations & Elections Committee shall select qualified candidates for all elective offices. Candidates' names and qualifications shall be published and distributed to the Chapter membership along with the electronic ballot.
- Section 3      Chapter members may submit a signed petition nominating an individual for elective office. The petition will require twenty-five (25) signatures to be valid. The petition shall be accompanied by a written acceptance by the nominee(s) and shall be submitted to the Chairperson of the Nominations & Elections Committee no later than March 1. The names and qualifications of such nominees shall be published and distributed to the Chapter membership along with the electronic ballot.
- Section 4      The term of office for each of the Chapter's Elected Officers shall be July 1 to June 30.
- Section 5      Election of officers for the ensuing year shall be by electronic ballot, distributed no earlier than March 15 and no later than April 1, to all members on the Chapter roll as of the date of distribution.
- Section 6      Completed ballots shall be accepted for a period of exactly 30 days from the date of distribution. A return of at least 40 votes is required. If a total of at least 40 votes is not received as of the end of the balloting period, the balloting period shall be extended for an additional 15 days. If a total of at least 40 votes is still not received by the end of the extended balloting period, the results shall be declared valid by the Nominating Committee Chair and submitted to the Regional Vice President.
- Section 7      Removal of any of the Chapter's Elected Officers shall be by a two-thirds (2/3) vote of the Executive Committee at any regular or special Executive Committee meeting at which a quorum of the Executive Committee is present, or by Chapter members at any regular or special meetings at which a quorum of the chapter is present. Grounds for removal from office can include, but are not limited to, dereliction of duty, and not adhering to the ASSE Code of Conduct. Upon presentation of a signed petition from twenty-five (25) voting members of the Chapter, the Chapter Executive Committee shall be obligated to review the validity of the petition and investigate the circumstances.

Committee Chairpersons may be removed by the President, subject to confirmation by the Executive Committee.

- Section 8      Vacancies in elected Chapter offices shall be filled by the succession designated in the various officer descriptions. If no succession is designated, or if the designated successor declines to accept the position, the position shall be filled in the way specified below, according to the position and timing of the vacancy.
- a)      Should a vacancy occur at any time during the year in the office of the President, the 1st Vice President shall serve the unexpired term of the President in addition to his/her own term as President in the following year. If the 1st Vice President declines the position, a past President may serve as President for the remainder of the current term, upon the approval of the Executive Committee. The 1st Vice President would then succeed to the office of President at the end of the term, as

outlined in Article V, Section 4 (f).

If no Past President is available or willing to serve, the Executive Committee shall appoint a special Nominations & Elections Committee; publish notification of the election and the slated nominees for office at least fifteen (15) days in advance of the Chapter meeting at which the election is to be held; receive at the Chapter meeting any additional nominating petitions as may be rendered, and signed by the number of members specified in Article VI, Section 3; and conduct a vote at the Chapter meeting. If there is more than one candidate for any office, election shall be by secret ballot (written or electronic). If there is only one candidate for an office, election may be by voice vote.

- b) Should a vacancy occur at any time during the year in the office of 1st Vice President, the President shall appoint a special Nominations & Elections Committee; publish notification of the election and the slated nominees for office at least fifteen (15) days in advance of the Chapter meeting at which the election is to be held; receive at the Chapter meeting any additional nominating petitions as may be rendered, and signed by the number of members specified in Article VI, Section 3; and conduct a vote at the Chapter meeting. If there is more than one candidate for any office, election shall be by secret ballot (written or electronic). If there is only one candidate for an office, election may be by voice vote.
- c) Should a vacancy occur at mid-term or later in the office of Secretary or Treasurer, the President shall appoint, with the approval of the Chapter Executive Committee, an eligible member (see Article V, Section 2) to fill the unexpired term of office, giving special consideration to current committee Chairpersons and experienced Chapter leaders who have recently completed their terms of office.
- d) Should a vacancy occur before mid-term in the office of:
  - 1) Treasurer, the Secretary shall succeed to Treasurer.
  - 2) Secretary, the President shall appoint a special Nominations & Elections Committee; publish notification of the election and the slated nominees for office at least fifteen (15) days in advance of the Chapter meeting at which the election is to be held; receive at the Chapter meeting any additional nominating petitions as may be rendered, and signed by the number of members specified in Article VI, Section 3; and conduct a vote at the Chapter meeting. If there is more than one candidate for any office, election shall be by secret ballot (written or electronic). If there is only one candidate for an office, election may be by voice vote.
- e) The appointee(s) or, in the event of an election, the successful candidate(s), shall assume office immediately upon election.

Section 9      The Appointed Vice President positions shall be appointed by the President at the beginning of his/her term of office, with approval by the Executive Committee. Vacancies in appointed offices shall be filled for their unexpired term by appointees of the President then in office, with the approval of the Executive Committee.

Section 10     Inability to serve: If after the election, but prior to taking office, an officer is unable to serve for any reason, the vacancy shall be filled in the manner set forth in this Article.

## ARTICLE VII- SECTIONS



- Section 1 Sections may be formed by this Chapter to serve ten (10) or more dues-paying (or emeritus) Chapter members whose numbers are insufficient to permit formation of a new chapter but whose geographical location, or common interest, within the Chapter, constitutes a unique opportunity to participate separately in Chapter affairs. The Section shall operate in accordance with Society and Chapter Bylaws.
- A Student Section may be formed from Student Members attending an educational institution where that institution lies within the boundaries of the Chapter.
- Section 2 The group must complete a Section formation application. Sections must meet the approval of the Chapter, the Area Operating Committee, and the Regional Operating Committee.
- Section 3 Section members shall elect at a minimum a Chairperson and a Secretary/Treasurer and must abide by Article VII of the Bylaws of the Chapter.
- a) The Chairperson shall be a Professional Member or Member. The Chairperson of an authorized Section shall be invited to attend all meetings of the Chapter Executive Committee and shall attend at least two (2) as a non-voting participant each year.
  - b) By April 30 of each Chapter year, the Section Chairperson shall submit a summary report of Section activities and a financial report to the Chapter President.
  - c) The Section Secretary/Treasurer shall keep records of meetings, sending copies to the Chapter's Secretary; notify members of meetings, retain the Section Chair; and maintain such financial records as are necessary. The Chapter shall remit at least thirty percent (30%) of Chapter dues of Section members to the Section for its use.
  - d) The Chairperson of the Section shall appoint a Nominations & Elections Committee annually to select nominees for the offices of Chairperson and Secretary/Treasurer for the year beginning July 1. Both officers' terms shall be for one year beginning July 1. Election of these offices shall be held at a Section meeting prior to July 1.
  - e) If the Section ceases to function as a viable organization, the Executive Committee, after investigation, may recommend its dissolution to the Area Operating Committee and/or Regional Operating Committee; and any funds and assets in the Section Treasury shall be remitted to the Chapter for Chapter use.

#### ARTICLE VIII - DUES

- Section 1 Each member, except Students, Emeritus and Honorary Members, shall be assessed annual Chapter dues as determined by Chapter members, in addition to Society dues.
- Section 2 All Society and Chapter dues shall be paid annually in advance by the anniversary of each member's election date.
- Section 3 Chapter dues shall be determined by vote of the Chapter membership at any regular or special meeting where a quorum is present. All Chapter members shall be notified at least thirty (30) days in advance regarding dues proposals and a vote taken at the next general meeting. A majority (51%) of those present must vote for yes for the increase to take place. An e-ballot may also be used for this process with a minimum return rate of 20% of chapter members. All Dues increases must be reported to Society prior to April 1.

## ARTICLE IX- MEETINGS

- Section 1 Chapter shall meet at least six times per year and four of the meetings shall be technical meetings. Technical meetings are those that define or discuss methods, procedures, systems, devices and/or standards toward the reduction, control or elimination of hazardous exposures to people, property or the environment, and which foster the technical, scientific, and managerial knowledge and skills of attendees.
- Section 2 Special meetings of members may be called by the Executive Committee. The notice calling such a meeting shall state the purpose of the meeting; such notice to be sent to each member at least two weeks in advance.
- Section 3 A majority of the Executive Committee present at an executive committee meeting shall constitute a quorum. Twenty-five (25) Chapter members and at least one elected member of the Chapter Executive Committee shall constitute a quorum at any regular or special Chapter meeting. In the event the Chapter does not obtain a quorum at the next Chapter meeting, an e- ballot may be sent to the Chapter to approve amendments to the Bylaws.
- Section 4 The latest edition of Robert's Rules of Order Newly Revised shall govern the transaction of business at all meetings of the Chapter unless otherwise provided in these Bylaws.
- Section 5 Executive Committee meetings shall be conducted at least six times per year and the Chapter President will preside over the meeting. These meetings are necessary for managing the chapter including finance reports, strategic plans, governmental affairs, membership growth and other business items needed to manage the Chapter successfully.

## ARTICLE X - MISCELLANEOUS

- Section 1 The Chapter may be dissolved by Chapter members in the following manner:
- a) A resolution to dissolve the Chapter shall be acted upon at a meeting of the Executive Committee. The resolution shall set forth the reasons for dissolution.
  - b) Within 30 days following the Executive Committee action, a mail or email ballot shall be sent to all Chapter members setting forth the reasons for the dissolution. Thirty (30) days after the ballots are mailed, they shall be counted by the Executive Committee. A two-thirds (2/3) vote is required for approval of the action.
  - c) Upon the adoption of the resolution to dissolve, the officers shall carry out the dissolution of the Chapter in conformance with applicable laws and Society Bylaws.
- Section 2 If an Executive Committee no longer exists or conditions preempt the implementation of the preceding Section, a Chapter member may make a recommendation for dissolving a Chapter to the Regional Vice President and Area Director for their review. Upon the approval of the Area Operating Committee and the Regional Operating Committee, the recommendation will be forwarded to the Society Board of Directors.
- Section 3 The Society Board of Directors may dissolve the Chapter after failure of the Chapter to conform to minimum Society requirements for activities or upon performance of actions contrary or detrimental to the Society and after a reasonable probation period.

Upon notice, the Chapter officers shall carry out the dissolution of the Chapter.

Section 4      The official Society symbol may be used by the Chapter on correspondence, publications and other official documents, in accordance with the provisions for use and reproduction in the Society Bylaws.

Section 5      Any fund-raising projects or activities shall be limited to those activities that are consistent with the purpose of the Society and the Chapter.

Section 6      Chapter officers shall assure retention of needed Chapter and membership records by adhering to the following record retention periods. Officers having charge of these records are authorized to dispose of the records at the end of the required retention period.

- a)      Minutes of meetings- permanently, (recommended by Society auditors).
- b)      Correspondence - two years following completion of the Chapter year.
- c)      Financial Records - seven years following completion of the Chapter year.

#### ARTICLE XI- AMENDMENTS

Section 1      Amendments to these Bylaws may be proposed by the Executive Committee or the Chapter Bylaws committee or by twenty-five (25) Chapter Professional Members and/or Members. Amendments proposed by the latter shall be presented to the Executive Committee.

Section 2      The Executive Committee shall publish any proposed amendments to the membership at least (thirty) 30 days in advance of the meeting at which action will be taken.

Section 3      Amendments shall be voted on at a regular or special Chapter meeting at which action will be taken if a quorum is present. A two-thirds (2/3) affirmative vote is required for approval. In the event the Chapter does not attain a quorum at the next Chapter meeting, an e-ballot shall be sent to the Chapter membership.

Section 4      All amendments to these Bylaws adopted by the Chapter will become effective only after approval by the Area Director and Regional Vice President.