

BY-LAWS
AMERICAN SOCIETY OF SAFETY PROFESSIONALS
PHILADELPHIA CHAPTER

Signature Page

Region VIII Keystone Area Director

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Region VIII Region Vice President

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Edward L Zimmer (Feb 1, 2023 10:21 EST)

Bylaws were reviewed in August 2022

PHILADELPHIA CHAPTER AMERICAN SOCIETY OF SAFETY PROFESSIONALS

ARTICLE I – NAME

- Section 1 The name of this organization shall be the **Philadelphia Chapter of the American Society of Safety Professionals**.
- Section 2 Hereinafter, the Philadelphia Chapter will be referred to as 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, safety professionals and professional 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/or promote educational programs for obtaining the knowledge required to perform the functions of a safety professional.
 - (b) To develop and/or disseminate locally, information and materials that will carry out the purposes of the Chapter and 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 such other programs and projects that are consistent with the purposes of the Chapter and Society.
 - (f) To conduct its affairs in a manner that will reflect the standards, purposes and objectives of the society.

ARTICLE III – MEMBERSHIP

- Section 1 Membership in the Chapter is open to all individuals who are members of the Society in good standing and who are located within the Chapter's geographical area or request membership in it. All members of the Chapter shall be members of the Society.

- Section 2 Membership is personal and not transferable to another person.
- Section 3 All 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 by-laws.
- Section 2 In order to maintain its Charter, the Chapter shall have a minimum of 25 active members.
- Section 3 The Chapter is located in Region VIII, Keystone Area.
- Section 4 There shall be an Executive Committee 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 bases that will not impair the ability of the Chapter to pursue its purposes independently.
- Section 5 Any five (5) of the elected chapter officers, Immediate Past President, Chapter Advisory Group Member(s) and Committee Chairpersons present at an executive committee meeting shall constitute a quorum.
- Section 6 The Executive Committee shall consist of the elected chapter officers, Immediate Past President, the chairpersons of the standing committees, and the Chapter Advisory Group Member(s) on the ASSP Advisory Group .
- Section 7 Each major objective as referenced in the chapter's long-range plan, shall be under the supervision of either a Chapter officer or an appointed Committee Chairperson.
- Section 8 The Chapter President is a voting member of the Area Operating Committee and Regional Operating Committee. A Professional Member may serve in the stead of the President on the Operating Committees if so designated, in writing, to the Area Director or regional Vice-President.
- Section 9 Chapter Officers and Chapter Advisory Group Member(s) on the ASSP Advisory Group shall be elected by members of the Chapter.
- 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) President-Elect
- (c) Vice President
- (d) Treasurer
- (e) Secretary
- (f) Chapter Advisory Group Member(s) on the ASSP Advisory Group
Chapter Advisory Group Member(s) shall be elected from the Chapter Membership.
Chapter Advisory Group Member(s) elected must be chapter members in good standing.

Section 2 All elected Chapter officers and Chapter Advisory Group Member(s, except the position of Chapter Secretary, shall be a Society member for one year prior to taking office. Exceptions must be approved by the Area Director. However, only a Professional Member or Member may hold the offices of President, President-Elect, or Vice-President.

Section 3 The President shall:

- (a) Preside at regular and special meetings of the 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 member of the Area Operating Committee and Regional Operating Committee, representing the Chapter.
- (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) Submit Annual Report of Chapter activities (STARS report) to the Area Director or the Regional Vice-President and Society Headquarters by August 10th.
- (g) Submit the names of Chapter officers elected for the ensuing year to the Area Director, Regional Vice-President and the Society Headquarters.

Section 4 The President-Elect shall:

- (a) Succeed to the office of the President and carry out its duties if the President is unable to serve.

- (b) Assume responsibilities for the work of Committees as assigned by the President.

Section 5 The Vice-President shall:

- (a) Succeed to the office of President-Elect and carry out its duties if the President-Elect is unable to serve.
- (b) Serve as Parliamentarian for the Executive Committee.

Section 6 The Treasurer shall:

- (a) Maintain all financial records of the Chapter.
- (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) Complete the Chapter's audited income & expense statement and transmit to ASSP the "Annual Dues Report". Submit to the IRS any tax documents, if required. Transmit fiscal report and any tax documents on or before May 31 to Society Headquarters.
- (e) Assume the duties of the Secretary as necessary.

Section 7 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) Assume the duties of the Treasurer as necessary.

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

- (a) Operate in accordance with the Advisory Group Procedural Guidelines and Society 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 The Area Operating Committee and Regional Operating Committee Representative shall:

- (a) Be a member of the Area Operating Committee representing the Chapter.
- (b) Perform such other Chapter or AOC functions as may be delegated.

ARTICLE VI – NOMINATION AND ELECTION 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 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.

Section 2 The Nominating Committee shall select qualified candidates for all elective offices. Candidates' names and qualifications shall be published and distributed to the Chapter membership at least 60 days in advance of the election.

Section 3 Any 25 Chapter Professional Members or Members may submit a signed petition nominating one or more individuals for elective office. The petition shall be accompanied by a written acceptance by the nominee(s) and shall be submitted to the Chairperson of the Nominating Committee 30 days in advance of the election. The names and qualifications of such nominees shall be published and distributed to the membership at least 15 days prior to the election.

Section 4 The term of elected Chapter Officers President, President-Elect and Vice President shall be for one year. The Secretary, Treasurer and Chapter Advisory Group Member(s) on the ASSP Advisory Group shall serve a 2-year term. The terms of the Secretary and Treasurer shall be staggered terms. All terms shall begin as of July 1.

Section 5 Election of officers for the ensuing year shall be held no later than the May meeting. If there is more than one candidate for any office, election shall be by written or electronic ballot. A return of at least 40 votes or 20% of the Chapter membership is required. If there is only one candidate for an office, election may be by voice vote.

Section 6 Removal of elected Chapter officers shall be by a 2/3 vote of the Elected Chapter officers at any regular or special board meeting at which a quorum of the board is present or by Chapter members at any regular or special meetings upon presentation of a signed petition from either the Chapter Executive Committee, or 25 voting members of the Chapter. The Chapter Executive Committee shall be obligated to review the validity

of the petition and investigate the circumstances Notification of such meeting shall be made by electronic mail or other acceptable means, as determined by the Chapter Executive Committee to each member at least 30 days in advance of the meeting date. Committee Chairpersons appointed by elected officers or the Chapter Executive Committee may be removed by the officer on the Executive Committee who appointed them.

Section 7 Vacancies in elected Chapter offices shall be filled by the succession designated in the various officer descriptions. If no succession is designated, or the designated successor declines to accept the position, the position shall be filled in the way specified below.

Should a vacancy occur in any elected office, including Secretary, Treasurer, Chapter Advisory Group Member or any others, except President or President-Elect, the President shall appoint, with the approval of the 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.

(a) Should a vacancy occur early in the term in the office of:

(1) President, the President-Elect shall succeed to the Presidency. If the President-Elect declines the position, a past President may serve as President for this term upon the approval of the Executive Committee. Otherwise, a special election as specified in b.2 of this section will be considered for filling the seat of President. The President-elect or a special Nominations & Elections committee appointed by the Chapter Executive Committee will be responsible for completing the special election.

(2) President-Elect, the President shall:

- (a) Appoint a special Nominating Committee.
- (b) Publish nominees for office at least 15 days in advance of the Chapter meeting at which the election is to be held.
- (c) Receive at the Chapter meeting nominating petitions signed by the number of Professional Members and Members specified in Article VI, Section 3.
- (d) Conduct a voice vote at the Chapter meeting if there is only one nominee and a written ballot if there is more than one nominee for an office. Successful candidate shall assume office immediately on election.

(b) Should a vacancy occur at mid-term or later, in the office of:

- (1) President, the President-Elect shall serve the unexpired term of the President in addition to the term for which he was originally elected.
- (2) President-Elect, the position may remain vacant until the next election is conducted. If the position is filled, it shall be in accordance with this

Article and Section, paragraph (b) (2).

Section 8 Vacancies in appointed offices shall be filled by appointees of the current Chapter President with the approval of the executive committee.

Section 9 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 the Chapter to serve 10 or more dues-paying Chapter members whose geographical location, within the Chapter area, constitutes an inconvenience to participate in Chapter affairs, and whose number is insufficient to permit formation of a new Chapter.

Section 2 The group must petition the Chapter Executive Committee to form a Section of the Chapter. Sections must meet the approval of the Chapter's Executive Committee, the Area Operating Committee and the Regional Operating Committee.

- (a) The petition should outline (1) the territory the Section will encompass, and the number of members currently in that area; (2) plans for meetings to be held and the nature of the program contemplated; (3) justification for the creation of the Section; and (4) any dues arrangements between the Chapter and the Section.
- (b) The Section shall operate in accordance with Chapter and Society Bylaws.
- (c) Sections, upon approval by the Area Operating Committee shall elect a Chairperson and a Secretary / Treasurer and must abide by the Bylaws of the Chapter. 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, as a non-voting participant.

- (d) Each Chapter year, the Section Chairperson shall submit a summary report of Section activities and a financial report to the Chapter President in accordance with Society's administrative requirements.
- (e) The Section Secretary/Treasurer shall keep records of meetings, sending copies to the Chapter Secretary; notify members of meetings; maintain such financial records as are necessary and keep the Chapter Officers informed of the Section's financial status. The Chapter shall remit a sufficient amount of Chapter dues, as deemed necessary by the Chapter Executive Committee, to Section members to the Section for its use.
- (f) The Chairperson of the Section shall appoint a Nominating 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 officers shall be held at a Section meeting prior to July 1.
- (g) If the Section ceases to function as a viable organization, the Chapter Executive Committee, after investigation, may recommend its dissolution to the Area Operating Committee, and any funds in the Section Treasury shall be remitted to the Chapter for Chapter use.
- (h) Student Members attending an educational institution may join together to form a Student Section of the Chapter within whose boundary the institution lies.

ARTICLE VIII – DUES

Section 1 Each member, except Student, Emeritus and Honorary Members, shall be assessed annual dues as determined by Chapter members, in addition to Society dues. All Society and Chapter dues shall be paid annually, in advance, by the anniversary of each member's election date.

Section 2 Chapter dues shall be determined by vote of the Chapter Executive Committee, where a quorum is present. All Chapter members shall be notified at least 30 days in advance regarding dues proposals.

ARTICLE IX – MEETINGS

Section 1 Technical meetings shall be held at least four times during the year for the interchange and acquisition of professional knowledge among members. 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 The latest edition of Roberts Rules of Order Newly Revised shall govern the transaction of business at all meetings of the Chapter unless otherwise provided in these Bylaws. Twenty-five active members in good standing shall constitute a quorum at any regular or special meeting, 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 attain a quorum at the next Chapter meeting, an e-ballot may be sent to the Chapter to approve by-law amendments.

Section 4 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 distributed; they shall be counted by the Executive Committee. A two-thirds (2/3) vote by the ***'returned ballots'*** 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 The Chapter may be dissolved by the Society Board of Directors after failure of the Chapter to conform to minimum Society requirements for activities or upon performance of action contrary or detrimental to the Society and after a reasonable probation period. Upon notice, the officers shall carry out the dissolution of the Chapter. If a Chapter Executive Committee no longer exists or conditions preempt

the implementation of the preceding Section, a Chapter member may make 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 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 4 Any fund-raising projects or activities shall be limited to those activities which are consistent with the purpose of the Society and the Chapter.

Section 5 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.
- (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 Chapter Executive Committee or by 25 Chapter Professional Members and/or Members. Amendments proposed by the latter shall be presented to the Chapter Executive Committee.

Section 2 The Chapter Executive Committee shall publish any proposed amendments to the membership at least 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.

Section 4 Publishing, including notification to the membership of nominations or proposed amendments, may include electronic means. Members shall be able to obtain hard copy at their request. The Chapter Executive Committee may designate voting through electronic means; the method of voting shall not change proportion of votes needed for approval.

Section 5 All amendments to these Bylaws will become effective after approval by the Area Director and Regional Vice President.