

BYLAWS LOUISVILLE CHAPTER

AMERICAN SOCIETY OF SAFETY PROFESSIONALS

Bylaws Adopted April 15, 1998, Revision #2 effective May 2007; Revision 3 effective June 2010; Reviewed January 2012, no changes; Revision 4 effective February 2016; Revision 5 effective March 2018; Revision 6 effective, August 2021, August 2022

Region Vice President: *Christina Merriott*
Christina Merriott (Feb 2, 2023 10:42 EST)

Area Director: *Matthew Summers*
Matthew Summers (Feb 2, 2023 13:10 EST)

Chapter Chartered in 1946

ARTICLE I-NAME

- Section 1. The name of this organization shall be the Louisville Chapter of the American Society of Safety Professionals.
- Section 2. Hereinafter, the Louisville 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 and safety professionals 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, 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 the 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 those 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.

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 25 active members.

Section 3. The Chapter is located in Area B of Region VII, and the Chapter's geographical area is defined as follows: See attached list of counties assigned to Chapter.

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. A majority of the Executive Committee shall constitute a quorum.

Section 6. The Executive Committee shall consist of the Elected Officers, Advisory Group Member(s) on the ASSP Advisory Group, the Immediate Past President, Government Affairs Chairperson, and three members at large identified by the President and ratified by the elected officers.

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.

Section 8. The Chapter President is a member of the Area and Regional Operating Committees. A Professional Member or Member elected by the Chapter may serve in the stead of the President if so, designated in writing to the Area Director or Regional Vice President.

Section 9. Chapter officers and 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.

Section 11. The Chapter fiscal year shall be determined by the Society's Board or Directors and beginning 2002, shall be from April 1 to March 31 (REV 1a-eff8/01)

ARTICLE V - OFFICERS

Section 1. Elected officers of the Chapter shall be:

- a) President
- b) President-Elect
- c) First Vice President
- d) Second Vice President
- e) Third Vice President
- f) Secretary
- g) Treasurer
- h. Government Affairs Chairperson
- i) Advisory Group Member(s) on the ASSP Advisory Group

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, President-Elect, or Advisory Group Member(s) on the ASSP Advisory Group.

Section 3. The President shall:

- a) President 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 member of the Area Operating Committee (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 a completed Chapter Stars application to the Area Director or Regional Vice President and Society Headquarters (Secretary) by August 15.
- g) Submit the names of Chapter officers and advisory group member(s) elected for the ensuing year annually by May 31 to the Area Director (Regional Vice President) and the Society Secretary.

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 Vice Presidents shall:

- a) Assume responsibilities for the work of Committees as assigned 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) Assume the duties of the Treasurer as necessary.

Section 7 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) By May 31, transmit to Society Headquarters the audited income & expense statement for the fiscal year ending March 31, and submit to the IRS any required tax documents. (REV 1b – eff 8/01)
- e) Assume the duties of the Secretary as necessary.

Section 8 The Government Affairs Chair

- a) Maintain knowledge of recent legislature developments in regards to health, safety, and the environment and communicate such developments to the Chapter members.

Section 9 The Advisory Group Member(s) on the ASSP Advisory Group shall:

- a) Operate in accordance with Advisory Group operating procedures 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.

ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS

Section 1. The most recent immediate Past President available to serve shall be the Chairperson of the Nominating Committee. The Committee, including the Chairperson, will consist of no less than three (3) nor more than (5) members, preferably Past Presidents. One member shall be selected by the current Chapter President and the balance by the Committee Chairperson. The current Chapter President shall not be a member of the Nominating Committee.

Members of the Committee who are chosen to run for an office shall resign from the Committee and be replaced with noncandidate members appointed by the same officer who initially appointed the resigning member. This exclusion does not apply to the President-Elect who is unopposed and may be a member of the Committee. The slate of officer candidates must be approved by the full final sitting Committee.

Selection of the Committee Members shall be completed not later than the first Executive Committee meeting each (calendar) year. The names of the Committee Members shall be publicized prior to the December meeting.

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 15 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 all elected Chapter officers shall be for one year, beginning July 1st of each year effective July 1, 2023.

Section 5. Election of officers for the ensuing year shall be held no later than the meeting. If there is more than one candidate for any office, election shall be by written ballot. If there is only one candidate for an office, election may be by voice vote.

Section 6. In the event a quorum is not present at the meeting a special mail or electronic ballot will be sent to the Chapter Members and a return of at least 40 votes or 20% of the Chapter membership is required. The ballot process should take less than 30 days with at least 15 days as a minimal period for response from the members and shall provide for an anonymous voter response.

Section 7. Removal of elected Chapter officers shall be by vote of Chapter members at any regular or special meeting upon presentation of a signed petition from either the Chapter Executive Committee, or 15 voting members of the Chapter. Notification of such meeting shall be mailed to each member at least 30 days in advance of the date of the meeting. Upon presentation of a signed petition, the Chapter Executive Committee shall be obligated to review the validity of the petition and investigate the circumstances. 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 8. 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, according to the position and timing of the vacancy.

- a) Should a vacancy occur in any elected office, including Secretary, Treasurer, Secretary/Treasurer or any others, (Chapters are encouraged to designate specific elected positions), except President or President-Elect, 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.
- b) Should a vacancy occur early in the term, in the office of:
 - 1) President, the President-Elect shall succeed to the Presidency .
 - 2) President-Elect, the President shall:
 - (a) Appoint a special Nominating Committee.
 - (b) Publish notification of the election and the slated 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 any additional nominating petitions as may be rendered, and 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 office.
 - (e) The successful candidate shall assume office immediately on election.
- c) 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, if it is not an operational hardship for the Chapter, the position may remain vacant until the next election is conducted. If it is operationally necessary for the Chapter to have a President-Elect, then the position should be filled as noted in this Article and Section, paragraph b)(2).

Section 9. Vacancies in appointed offices shall be filled for their unexpired term by appointees of the President then in office, with the approval of the Chapter Executive Committee.

Section 10. If after 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 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, subject to approval of the Area Operating Committee (Regional Operating Committee).

a) The petition should outline.

1. Name of the Section
2. Territory the Section will encompass.
3. Number of members currently in the territory.
4. Plans for meetings to be held and the nature of the program.
5. Justification for the creation of the Section.
6. Any dues arrangements between the Chapter and the Section.
7. Submit a copy of Section Bylaws

b) The Section shall operate in accordance with Society and Chapter Bylaws.

c) Sections upon approval by the Area Operating

Committee (Regional 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) By July 15 of each Chapter year, the Section Chairperson shall submit a summary report of Section activities and a financial report to the Chapter President and the Area Director and/or Regional Vice President. By May 15 of each Chapter year, the Section Chairperson shall submit a Financial Report of Section Fiscal year ending March 31 to the Chapter President and the Area Director and/or Regional Vice President. (REV 1c-eff8/01)

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 at least 30% of Chapter dues of 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 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 (Regional 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. (See Student Section Bylaws)

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 30 days in advance regarding dues proposals.

ARTICLE IX • MEETINGS

- Section 1. Chapters shall meet at least six times per year and four of the meetings shall be technical. Meetings 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, shall be held at least four times per year for the interchange and acquisition of professional knowledge among members.
- Section 2. Special meetings of members may be called by the Chapter 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. Fifteen (15) active members in good standing shall constitute a quorum at any regular or special meeting.
- 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.

Section 6. Notice of Executive Committee meetings, regular Chapter membership meetings, and/or other special meetings may be delivered via electronic mail and will be sent to the electronic mail address that members and Executive Committee members have provided to Society as their official electronic mail address.

Section 7. Executive Committee meetings, regular Chapter membership meetings, and/or other special meetings may be conducted via teleconference and/or video conference means when circumstances warrant the need for a remote meeting in lieu of an in-person meeting. When teleconference and/or video conference systems are used for conducting Executive Committee meetings, regular Chapter membership meetings, and/or other special meetings, the teleconference and/or video conference systems or means shall not require members to purchase any special licenses, software, or equipment beyond what is generally and reasonably available to the average safety professional. This Section is to be interpreted as a permissive provision and should not be interpreted as a mandatory provision prescribing teleconference or videoconference as the preferred or primary means by which meetings are to be conducted.

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 Chapter Executive Committee. The resolution shall set forth the reasons for dissolution.
- b) Within 30 days following the Chapter Executive Committee action, a mail 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 Chapter 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 Jaws and Society Bylaws.

Section 2. If a Chapter 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 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 actions contrary or detrimental to the Society and after a reasonable probation period.

Upon notice, the 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 which 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.

Section 7. The President shall have discretionary spending powers as set forth in this Section to ensure minor expenses necessary and reasonable to maintaining Chapter operations are provided for without seeking approval and/or vote of the Executive Committee. The discretionary spending powers are limited and restricted to all the following requirements:

a) Any discretionary spending shall be related and reasonable to the ordinary operations of the Chapter;

b)) The President shall seek approval from the Treasurer and obtain such approval in writing or electronic mail before making or approving any discretionary spending purchase.

c) No single discretionary spending transaction can exceed \$100; and

d) The President may not approve and/or expend more than \$600 in the aggregate, in any Chapter fiscal year, for discretionary spending as allowed by this Section.

ARTICLE XI - AMENDMENTS

Section 1. Amendments to these Bylaws may be proposed by the Chapter Executive Committee or by 15 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. All amendments to these Bylaws will become effective after approval by the Regional Vice President or Area Director.

ARTICLE XII • REVISIONS

Revision No. 1-effective August 2001. Voted and approved by Chapter membership March 18, 2002. Approved by RVP March 22, 2002.

REV 1a:

Article IV Section 11. - Added Chapter Fiscal Year to begin

April 1. REV 1b:

Article V Section 6.d. - Was August 15. Changed to

May 31.

REV 1c:

Was June 30. Changed to March 31.

Article VII Section 2.d. - Was July 15. Changed to May 15. Added "Section Fiscal Year ending March 31..."

Revision No. 2 – effective May 2007. Voted and approved March 16, 2007. Approved by the RVP.

REV 2a: Updated counties of Chapter service *to* include all areas previously known as the Bluegrass Chapter. The Bluegrass Chapter was dissolved by the Regional Operating Committee (ROC), and all areas of Kentucky were absorbed by the Louisville Chapter.

Revision No. 3 – Effective June 2010. Voted and approved April 16, 2010. Approved by the RVP 5/19/2010.

REV 3a: Art IV Section 5 – Deleted "present at meeting...." Art IV Section 6 – Added "Government Affairs Chair"

Art V Section 1h – Added "Government Affairs Chair" Art V Section 3f – Added paragraph.

Art V Section 3g – Added "annually by May 31" Art V Section

5 – Added Vice President duties

Art V Section 7 – Added Government Affairs Chair duties.

Art VI Section 6 - Added paragraph.

Art VI Section 7 – Added "Upon presentation of a signed petition..." Art VII Section 2a) 7 –

Added "Submit copy of Chapter bylaws"

Art IX Section 1 - Added "(Chapter shall meet....)" Art IX Section 5 - Added paragraph.

Art X Section 2 - Added paragraph.
Art X Section 6c – Changed to "seven"

Revision No. 4 Effective February 19, 2016. Voted and approved by membership on February 19, 2016. Approved by RVP on April 21, 2016.

Art VI Section 4 – Changed language to reflect two-year terms for President and President-Elect

Revision No. 5 – Effective March 2018. Voted and approved February 16, 2018. Approved by the AD April 19, 2018, and RVP April 20, 2018.

Art I Section 1 - Replaced "Engineers" with "Professionals" - Changes carried through document

Art IV Section 3 - Added "Central Area"

Art V – Renumbered Sections to be sequential and correct typographical error.

Art VI - Renumbered Sections to be sequential and correct typographical error.

Revision No. 6 - Effective August 2021. Presented to chapter May 21, 2021, electronic vote submitted. Approved by AD _(date)___ and RVP _(date)_.

Art VI Section 4 – Changes term of all officers to one year

Article IX Section 1 - A typographical error to correct the unnecessary inclusion of parenthesis.

Art IX added Section 6 – Notice of Executive Committee Meetings, regular Chapter Membership meetings, and/or any other special meeting to be delivered electronically.

Article IX added Section 7 - Executive Committee Meetings, regular Membership Meetings, and/or any special meetings to be conducted via teleconference and/or video conference means.

Article X added new section - allowing for limited, discretionary spending by the President when needs arise for conducting the ordinary business and operation of the Chapter