

BYLAWS - SAMPLE CHAPTER

National Association of Safety Professionals

ARTICLE I - NAME

Section 1. The name of this organization shall be the SAMPLE Chapter of the International Association of Safety Professionals.

Section 2. Hereinafter, the SAMPLE Chapter will be referred to as the "Chapter" and the International Association of Safety Professionals will be referred to as the "NASP".

ARTICLE II - PURPOSE

Section 1. The purpose of a Chapter of the NASP is to promote the enhancement of workplace safety and to provide support and encouragement to those responsible for managing and/or promoting workplace safety.

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

- (a) To develop and/or promote education programs for individuals interested in obtaining the knowledge required to perform the functions of a safety professional.
- (b) To develop and/or disseminate information and that will carry out the purposes of the Chapter and the NASP.
- (c) To provide and/or support forums for the acquisition and interchange of professional knowledge among its members.
- (d) To foster liaison with local business and industry
- (e) To inaugurate and implement other programs and that are consistent with the purposes of the Chapter and the NASP.
- (f) To conduct its affairs in a manner that will reflect the standards, purposes, and objectives of the NASP.
- (g) To inaugurate and implement other activities approved by the Chapter and the NASP.

ARTICLE III - MEMBERSHIP

Section 1. Membership in the Chapter is open to all individuals.

Section 2. All members of the Chapter shall be members of the NASP.

Section 3. Membership is personal and not transferable.

Section 4. All Chapter members may vote on Chapter affairs and hold elective office.

ARTICLE IV - ORGANIZATION

Section 1. The Chapter is a not-for-profit organization chartered by the NASP for the purpose of carrying out the objectives of the NASP in a specified geographical area. The Chapter shall operate in accordance with NASP Bylaws.

Section 2. In order to maintain its charter, the Chapter shall hold regular meetings

Section 3. The headquarters of the chapter may, upon the agreement of the NASP and the Chapter, be considered the local area office of the NASP for the purpose of receiving mail and telephone inquiries in order to limit the cost to area residents to contact the NASP. Both mail and telephone inquiries will be forwarded to NASP headquarters at the expense of the NASP. The headquarters of the Chapter shall be located: Mailing Address:

Telephone:

Section 4. The Chapter is located in _____, and the Chapter's geographical area includes the following:

Section 5. Executive Committee

- (a) There shall be an Executive Committee composed of all the elected Chapter officers. The President of the Chapter shall serve as Chairperson and the Secretary of the Chapter shall serve as Secretary of the Executive Committee.
- (b) A regular meeting of the Executive Committee shall be held. Notice of regular Executive Committee meetings shall be given to the Executive Committee at least five (5) days prior to such meetings. These meetings may be by electronic methods, if necessary.
- (c) A quorum shall consist of three (3) Executive members, but a smaller number may hold a meeting, discuss business, and submit any decisions which it may make to a vote of the entire Executive Committee.
- (d) The Executive Committee shall manage the affairs of the Chapter. It shall:
 - (1) Have supervision and care of all property.
 - (2) Make provisions for suitable facilities and equipment.
 - (3) Adopt the budget.
 - (4) Have full authority to commit the Chapter to action in conformance with resolutions adopted at regular or special meetings of the Chapter.
- (e) The Executive Committee may cooperate with other organizations on such basis as shall be acceptable to the Chapter, and as such shall not impair the ability of the Chapter to pursue its purposes independently.
- (f) The Executive Committee shall be responsible for the policies and program of the Chapter and ensuring they are in line with the NASP.
- (g) .The Executive Committee shall be responsible for the finances of the Chapter.

Section 6. Each major objective as listed in Article II, Section 2 (a), (b), (c), and (d) of the Bylaws, shall be under the supervision of either a Chapter officer or an appointed committee chairperson.

Section 7. Special meetings of the Executive Committee shall be held upon call of the President, or any three (3) members of the Executive Committee.

Section 8. The Executive Committee members shall be notified of special meetings by mail, telephone, or other electronic methods stating the time, place, and purpose of the meeting. Such meetings shall take place not less than five (5) days after notices have been mailed, telephoned, or electronically transferred. No action shall be taken at a special meeting other than that named in the meeting call.

Section 9. The Chapter President shall call the first Executive Committee meeting of his or her term between July 1 and August 1 for the purposes of implementing Chapter Committee functions.

(a) The President shall have prepared a committee charge for each committee.

The committee charge shall outline:

- (1) The name of the committee.
- (2) The general scope and function of the committee.
- (3) Budgetary provisions and initial budget for the committee.
- (4) Any limitations or constraints of scope or function of the committee.
- (5) Nature and frequency of reports to be made to Executive Committee.
- (6) The member of the Executive Committee to whom the committee will look for advice, assistance and support.

(b) The officer having functional responsibility for a committee(s) shall recommend for appointment committee chairpersons. The Executive Committee shall ratify the appointments.

Section 10. At the discretion of the Executive Committee, committees may include, but are not limited to:

- (a) Awards and Honors
- (b) Councilors(s) to the Houston Engineering Council, or other organization
- (c) Governmental Affairs
- (d) Job Placement/Employment Coordinator
- (e) Long-Range Planning
- (f) Membership
- (g) Membership Directory
- (h) Nominating
- (i) Professional Development
- (j) Program Planning
- (k) Public Relations

Special committees may be established by action of the Executive Committee, and chairpersons for these committees may be appointed by the President, when necessary and appropriate. The committee charges of these committees shall be approved by the Executive Committee. The President, the Executive Committee, and/or the committee chairperson, subject to formal approval by the President,

may name members for any committee.

Section 11. At times as requested by the President, each committee shall submit written reports to the Secretary.

Section 12. Chapter members shall elect chapter officers.

Section 13. Quorum. A majority of members shall constitute a quorum for the transaction of business at any meeting.

Section 14. Rules of Order. The latest edition of "Robert's Rules of Order" shall govern the transaction of business at all Chapter meetings and meetings of the Executive Committee unless otherwise provided in these articles.

ARTICLE V - ADMISSIONS, ELECTIONS, RESIGNATIONS

Section 1. Membership is conferred in accordance with the NASP Bylaws. Any person may apply by filing an application, with required fees, with the Chapter and/or the NASP.

Section 2. Each applicant shall provide sufficient information, as required, by the NASP.

Section 3. Required membership fees include the standard NASP membership fee and chapter membership fee as determined by the chapter members.

Section 3. Applications and NASP membership fees received by the Chapter shall be forwarded promptly to the NASP. The transmittal should include all requested information and pertinent comments concerning the applicant.

Section 4. A member may be censured, reprimanded or terminated from membership for conduct contrary to the "Code of Professional Conduct" adopted by the NASP, or upon conviction for a felony, fraud, theft, embezzlement or an offense involving moral turpitude tending to bring discredit upon the membership, the Chapter or the NASP. The procedure shall be set forth in the NASP Bylaws.

ARTICLE VI - OFFICERS

Section 1. Elected officers of the Chapter shall be:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (E) Delegate to the NASP House of Delegates

Section 2. Duties of the President.
The President shall:

- (a) Preside at meetings of the Executive Committee.
- (b) Preside at regular and special meetings of the Chapter.
- (c) Represent the Chapter at meetings of other organizations where official representation of the Chapter is desirable.
- (d) Assure that the Chapter's opinions and views on Regional activities are appropriately expressed to the NASP.
- (e) Appoint such committees as are necessary to implement the objectives of the Chapter.
- (g) Submit an annual report of the Chapter activities to the NASP.
- (h) As early as possible, submit to the NASP the names of Chapter officers elected for the ensuing year.

Section 3. Duties of the Vice President

The Vice President-Communications shall:

- (a) Preside as the Chairperson of the Executive Committee and at meetings of the members in the absence of the President.
- (b) Succeed to the office and carry out the duties in case the President is unable to serve.
- (c) Be responsible for all forms of Chapter communication with Chapter members.
- (d) Supervise Chapter publicity activities.
- (e) Present to the Executive Committee reports, when requested, concerning assigned duties and responsibilities.
- (f) Perform such other duties as may be assigned by the President.

Section 4. Duties of the Secretary.

The Secretary shall:

- (a) Keep minutes and attendance of the regular Chapter meetings and publish minutes as directed by the Executive Committee.
- (b) Serve as Secretary and keep minutes and attendance records of meetings of the Executive Committee and distribute minutes to committee members.
- (c) Cause to be issued notices of regular and special meetings of the Chapter.
- (d) Record all resolutions and actions of the Chapter members and of the Executive Committee and bring them to the attention of the proper persons, committees or organizations.
- (e) Receive reports from the Nominating Committee and other nominations and cause them to be published as prescribed in the Bylaws.
- (f) Announce all proposed changes to the Bylaws to the Chapter members and the Executive Director of the NASP.
- (g) Maintain official records of the Chapter, and of the Executive Committee and of their transactions except those specially assigned by the Bylaws to another officer or committee chairperson.
- (h) Appoint a Chapter Parliamentarian who shall have these duties:
 - (1) Be responsible for educating, supporting and consulting with Chapter leadership on the proper conduct and execution of all meetings in accordance with Chapter and NASP Bylaws and, except as otherwise provided, in accordance with the latest edition of "Robert's Rules of

Order".

(2) Assure, by monitoring and/or immediate intervention if necessary, that all meetings are conducted and executed in accordance with the prescribed rules of order.

(3) Assist in revising and updating Chapter Bylaws to conform to NASP Bylaws, to remain in harmony with the NASP's "Model Bylaws for Chapters", and to accomplish the Chapter's objectives.

(4) Assume the duties of the Treasurer or Vice President, as necessary, until another Treasurer or Vice President can be elected.

(5) Perform such other duties as may be assigned by the President.

Section 5. Duties of the Treasurer.

The Treasurer shall:

(a) Supervise the receipt and disbursement of funds as directed by the Executive Committee.

(b) Supervise the preparation of an annual budget for approval by the Executive Committee.

(c) Report to the Executive Committee on receipts and on assets and liabilities.

(d) Maintain Chapter funds in depositories approved by the Executive Committee.

(e) Assume the duties of Secretary, as necessary, until another Secretary can be elected.

(f) Perform such other duties as may be assigned by the President.

Section 8. Immediate Past President

The Immediate Past President shall:

(a) Provide guidance to the Chapter Executive Committee in a non-voting capacity.

(b) Serve as a member of the Chapter Long-range Planning Committee.

(c) If the Immediate Past President is not able to perform these duties, the most recent Past President available shall serve in their place.

Section 9. Duties of Representatives to the House of Delegates.

Representatives to the House of Delegates shall:

(a) Throughout the year, participate actively in the meetings, deliberations, and activities of the Chapter Executive Committee.

(b) Keep the Chapter informed of NASP actions and proposed actions.

(c) Transmit the Chapter's opinions and views on NASP activities.

ARTICLE VII - NOMINATION AND ELECTION OF OFFICERS

Section 1. The Immediate Past President shall chair the meeting of the Chapter designated for the election of officers. Such election shall be held annually.

Section 2. The Immediate Past President shall accept nominations from the floor for all elective offices.

Section 3. The procedure for election of candidates for elective office shall be as follows:

- (a) If there is only one (1) nominee for each office, the election shall be by voice or a show of hands.
- (b) If more than one (1) candidate is nominated for any office, the vote for all offices shall be by secret ballot of all Chapter members qualified to vote. The election shall be by balloting at the designated meeting. The candidate receiving the highest number of votes shall be declared elected. In case of a tie vote, another secret ballot shall be conducted. Results of the elections shall be announced at the designated Chapter meeting.

Section 4. The term of elected Chapter officers shall be for one (1) year.

Section 5. Elected Chapter officers may be removed from office by a majority vote of Chapter members at a regular or special meeting of the Chapter. Notification of such meeting shall be mailed to each member at least 30 days in advance of the meeting. The initiative for a recall election, for removal of a Chapter officer in this manner, shall be one of the following:

- (a) A recall petition signed by one third of the members of the Chapter.
- (b) Non-performance of duties by an officer. Repeated absences from Chapter or Executive Committee meetings, failure to fulfill the stated duties of the office and/or unwillingness to resign when requested shall be considered sufficient cause for a recall election.

Section 6. Vacancies in elected Chapter offices, which occur during the year, shall be filled by the succession designated in the various offices. If no succession is designated, the Chapter President shall:

- (a) Hold a special election at the next regular meeting.

ARTICLE VIII-FEES AND DUES

Section 1. Each member, with the exception of student, emeritus, or honorary members, shall be assessed Chapter dues in the amount agreed upon by the Chapter members, in addition to the NASP dues.

Section 2. All annual NASP dues are payable to the NASP by each member's annual renewal date.

Section 3. All annual Chapter dues are payable to the Secretary by each member's annual renewal date.

ARTICLE IX - RELATIONSHIP BETWEEN NASP AND THE CHAPTER

Section 1. An approved NASP Chapter is authorized to use the name "International Association of Safety Professionals", the acronym "NASP", the official NASP logo, and

in other ways to use the good name and reputation of the International Association of Safety Professionals to achieve the mutual goals of the NASP and the approved NASP Chapter. Neither the Chapter nor any individual associated with it shall use the name "International Association of Safety Professionals", the acronym "NASP", the official NASP logo, or the good name and reputation of the International Association of Safety Professionals for personal enrichment or for any other purpose not specifically approved by the NASP.

Section 2. NASP Chapters shall comply with all requirements of the NASP. At any time that, in the judgment of the NASP Board of Directors, the Chapter is operating outside of the policies and directives of the NASP, the NASP Board of Directors may dissolve the Chapter by majority vote of the Board.

Section 3. NASP Chapters are not empowered to make any promise, contract, or to incur any debt in the name of the NASP.

Section 4. NASP Chapters are not legal subdivisions of the corporation known as the International Association of Safety Professionals. Chapters are responsible to comply with the laws of their nations, states, and regions in regard to any need of incorporation, registration, or other legal establishment.

Section 5. The NASP Chapter assumes the entire responsibility for its activities and hereby agrees to protect, indemnify, defend and hold the International Association of Safety Professionals, the National Association of Safety Professionals, their auxiliary organizations, and the officers, directors, employees, and agents of all of them, which are collectively hereinafter referred to as "the NASP," harmless against all claims, losses, and damage to persons or property, governmental charges or fines and attorneys fees arising out of or caused by the activities of the Chapter. Each individual Chapter member, by joining the chapter, waives all claims or causes of action against the NASP arising out of their participation in the activity of the NASP Chapter and releases, holds harmless, and discharges the NASP from all liability arising out of their participation in the activity of the NASP Chapter.

Section 6. The NASP will provide assistance and encouragement to the Chapters by every means possible to meet the NASP goals of improving workplace safety worldwide.

ARTICLE X - MISCELLANEOUS

Section 1. The Chapter members may dissolve the Chapter 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 ballot shall be sent to all Chapter members setting forth the reasons for the dissolution. Thirty (30) days after the ballots are mailed, those returned or

postmarked within the thirty (30) day period shall be counted by the Executive Committee. A two-thirds (2/3) vote of 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 NASP Bylaws.

Section 2. The Chapter may be dissolved by the NASP Board of Directors after failure of the Chapter to conform to minimum NASP requirements for activities or upon performance of actions contrary or detrimental to the NASP. Upon notice, the officers shall carry out the dissolution of the Chapter.

Section 3. The official NASP 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 NASP Bylaws.

Section 4. Any fund-raising projects or activities shall be limited to those activities, which are consistent with the purpose of the NASP 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 - five (5) years following completion of Chapter year.
- (b) Correspondence - two (2) years following completion of the Chapter year.
- (c) Financial Records - five (5) years following completion of Chapter year.

Section 6. The Chapter shall hold annual nominations for, and elect, a Chapter Safety Professional of the Year in accordance with NASP and Chapter guidelines. The award for the Chapter Safety Professional of the Year shall be purchased with Chapter funds and be presented at the Chapter's designated meeting. The annual Chapter Safety Professional of the Year winner shall be the automatic submission by the Chapter as the candidate for the Regional Safety Professional of the Year. Additional candidates may also be submitted in addition to the annual Chapter winner as desired, as long as they meet the requirements as candidates for the Regional competition.

ARTICLE XI - AMENDMENTS

Section 1. Amendments to the Bylaws may be proposed by the Chapter Executive Committee or by two thirds of the Chapter 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 these Chapter Bylaws to the membership at least thirty (30) days in advance of the meeting at which action will be taken.

Section 3. Chapter Bylaws amendments shall be voted on at a regular meeting at which

