

BYLAWS of the NATIONAL CAPITAL CHAPTER of the AMERICAN SOCIETY OF SAFETY PROFESSIONALS

Bylaws Adopted December 2017

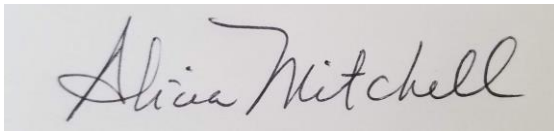
Bylaws Approved by the Area Director and Regional Vice President



(Area Director Signature)

6.2018

(date)



(Regional Vice President Signature)

6.2018

(date)

Chapter Chartered July 12, 1948

ARTICLE I- NAME

- Section 1. The name of this organization shall be the National Capital Chapter of the American Society of Safety Professionals.
- Section2. Hereinafter, the National Capital 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:
- To develop and/or promote educational programs for obtaining the knowledge required to perform the functions of a safety professional.
 - To develop and/or promote programs that will provide the safety professional with the necessary business skills that are required to become integrated into the core business functions and promote competitive strategic initiatives for continued success of their respective organizations.

- c) To develop and/or disseminate locally, information and materials that will carry out the purposes of the Chapter, the Society, and serve the public.
- d) To foster and encourage, locally, as appropriate, a strategic business-driven alignment between safety professionals and their respective organization leadership teams that will be supported by chapter members, mentors, and other innovative programs. The purpose is to promote the wholesome integration of safety principles into the mission and operational execution of business and organizational activities.
- e) To provide and/or support forums for the interchange and acquisition of professional knowledge among its members.
- f) To foster liaison with local organizations of related disciplines.
- g) To inaugurate and implement such other programs and projects that are Consistent with the purposes of the Chapter and the Society.
- h) To conduct its affairs in a manner that will reflect the standards, purposes and objectives of the Society.
- i) Increase emphasis on environmental and "green" technology for our members.

ARTICLE III - MEMBERSHIP

- Section 1. Membership in the National Capital 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 current 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 current members.
- Section 3. The Chapter is located in the Northern Area of Region VI, and the Chapter's geographical area is defined as follows:
- a) District of Columbia;
 - b) Maryland Counties of Montgomery, Prince George's, Calvert, Charles and St Mary's;
- 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 basis that will not impair the ability of the Chapter to pursue its purposes independently.
- Section 5. A quorum of the Executive Committee present at a meeting shall be a minimum of 50% of the elected officers.
- Section 6. In meetings where no secret ballot(s) or written ballot(s) are required the Executive Committee may permit any elected officer to participate in or conduct an Executive Committee meeting through the use of any means of communication by which all Executive Committee members participating may hear each other during the meeting. An Executive Committee member participating in a meeting by this means is deemed to be present at the meeting.
- Section 7. The Executive Committee shall consist of the Elected Officers, Delegate(s) to the House of Delegates, and one or two Directors (based on the availability of past-presidents, who are willing and able to serve as Director).
- Section 8. 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 9. The Chapter President is a member of the Area / Regional Operating Committee. A Professional Member or Member elected by the Chapter may serve in the stead of the President for a meeting if so designated in writing to the Regional Vice President.
- Section 10. Chapter officers and Delegate(s) to the Society House of Delegates and Directors shall be elected by members of the Chapter.
- Section 11. The Chapter activity year shall be from July 1 to June 30.
- Section 12. Chapter funds must never be deposited into an individual officer's account.

ARTICLE V- OFFICERS

Section 1. Elected officer of the Chapter shall be

- a) President
- b) President-Elect
- c) Secretary
- d) Treasurer
- d) Delegate(s) to the Society House of Delegates (One for each 250 members, or portion thereof, of the chapter as per the number of members 12/31). The president shall serve as the second delegate if the size of the chapter warrants a second delegate.
- e) Director(s) shall serve as voting members of the Executive Committee and act as mentors and provide recommendations to the Officers and Chairpersons.

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, Delegate to the House of Delegates, or Director.

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 member of the Area / 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 an Annual Report of Chapter activities to the Regional Vice President and the Society Secretary by August 15.
- g) Submit the names of Chapter officers and delegate(s) elected for the ensuing year **annually** by June 1 to the Regional Vice President and the Society Secretary.
- f) Serve as the second delegate for the Chapter as described in Section 9 of this Article
- g) Monitor the Chapter financials.
- h) Appoint an audit committee to audit the financial accounts annually.

- 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 **Secretary** shall:
- a) Maintain Chapter records and correspondence.
 - b) Record and distribute minutes of Chapter meetings and Chapter Executive Committee meetings.
 - c) Be responsible for the notification of Chapter members of meetings.
 - d) Assume the duties of the Treasurer as necessary.
 - e) Retain Custody of the Chapter Charter.

- Section 6. The **Treasurer** shall:
- a) Maintain all financial records of the Chapter and turn over all records at the end of term.
 - 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 by March 1 and to Society Headquarters.
 - 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 on or before May 31 to Society Headquarters. Provide a copy of IRS tax filing to the Executive Committee.
 - i) Assume the duties of the Secretary as necessary.
 - j) Issue checks and payments only after receiving documented approval from the President or at least two members of the Executive Committee.
 - k) Submit monthly financial report and budget to the Executive Committee on a monthly basis.

- Section 7. The **Delegate(s)** to the Society House of Delegates shall:
- a) Operate in accordance with House of Delegates Operating Procedures and Society Bylaws.
 - b) Keep the Chapter informed of House of Delegates actions and proposed actions.
 - a) Act on House of Delegates mail ballots on behalf of the Chapter.

- Section 8. The **Director(s)** shall:
- a) Be a past-president of the National Capital Chapter.
 - b) Be a voting member of the Executive Committee.
 - c) Assist in various assignments and act as Delegate, when necessary.

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 non-candidate 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 first Chapter membership meeting of the calendar year.
- 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 **45 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 shall be for one year beginning July 1.
- Section 5. Election of officers for the ensuing year shall be held in April either at the chapter meeting or by means of an electronic 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 ballot will be sent to the Chapter Members and a return of at least 25 votes or 10% of the Chapter membership whichever is less 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
- 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 25 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. 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, 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. (Inability to serve) 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 Chapters to serve 10 or more dues paying (or emeritus) 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. The Section shall operate in accordance with Society and Chapter Bylaws.

Section 2. The group must petition the Chapter Executive Committee to form a Section of the Chapter.

- 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) Sections must meet the approval of the Chapter's Executive Committee, the Area Operating Committee and the Regional Operating Committee.

Section 3. Section members shall elect a Chairperson and a Secretary/ Treasurer and must abide by 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, as a non-voting participant.

- 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 and the Area Director or Regional Vice President.
- c) The Section Secretary/Treasurer shall keep records of meetings, sending copies to the Chapter Secretary; notify members of meetings; retain the Section Charter; 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.
- 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 **1 year** beginning July 1. Election of these officers shall be held at a Section meeting prior to July 1.
- e) 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/or Regional Operating Committee, and any funds in the Section Treasury shall be remitted to the Chapter for Chapter use.
- f) 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 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 Executive Committee 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 changes.

ARTICLE IX- MEETINGS

- Section 1. Chapters shall meet at least **6 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 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 **2 weeks** in advance.

- Section 3. 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 **6 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 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 laws 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 – 2 years following completion of the Chapter year.
- c) Financial Records – 7 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 of the Executive Committee is present. A two-thirds (2/3) affirmative vote of members present or responding electronically is required for approval. Votes may be received at regular or special Chapter meetings or electronically.
- Section 4. All amendments to these Bylaws will become effective after approval by the Regional Vice President.