

# ASSP'S GOVERNANCE PROPOSAL

ASSP's Board of Directors serves 36,000 members by fostering their professional well-being and development and advocating for the advancement of the safety profession. To fulfill that responsibility, the Board of Directors must effectively manage the Society and respond quickly to member needs in a fast-changing, competitive world.

Our governance structure must establish clear decision-making accountability so the Board of Directors can fulfill its legal and fiduciary responsibilities. We also must give our members timelier opportunities to inform and influence our decisions.

To address these needs, the Board of Directors appointed a task force to consider our options for change. The makeup of this group reflected the diversity of our membership, and included elected leaders, delegates, member community leaders, past presidents and a member of the Diversity, Equity and Inclusion Task Force.

Over several months, the Governance Task Force reviewed association trends, industry research and best practices, and engaged in extensive debate to arrive at the proposal shared with delegates, volunteer leaders and members in June 2021. We then conducted a series of listening sessions and distributed a survey to delegates and chapter presidents. Geo Strategy Partners, an independent research firm, managed the survey.

Based on your feedback and concerns, we revised the governance proposal to include the following:

- **A detailed description of the proposed model**
  - Includes a visual to show that the Advisory Group will have direct input and communication with the Board of Directors as a standing committee. The description and draft operating procedures also establish that the group will meet quarterly and collaborate with the Board of Directors on meeting agendas.
- **A full explanation of the composition of the Advisory Group**
  - Confirms that chapter representation on the Advisory Group will follow the same formula used for the House of Delegates.
  - Confirms that all elected leaders (except the Board of Directors), including council vice presidents, regional vice presidents, area directors, and common interest group/practice specialty administrators and assistant administrators, will also be members of the Advisory Group.
  - Describes the role of at-large members and establishes a cap on the size of this constituency in the Advisory Group composition.
- **A detailed description of ASSP's checks and balances**
  - Explains how our robust legal requirements and standard operating procedures make sure ASSP operates in an ethical and legal manner.

This packet also includes an executive summary and key data points from the survey conducted by Geo Strategy Partners. The summary provides additional insight into how your feedback influenced the changes made to the final governance proposal. You will also find the governance motion as well as a redlined copy of the ASSP bylaws that highlights the changes the Board of Directors will enact if the House of Delegates approves the motion.

We believe the new governance model positions ASSP to meet the changing needs of our members, the occupational safety and health profession, and the companies and workforces we support. It also positions the Society to anticipate change and respond effectively to competitive pressures.

On behalf of the ASSP Board of Directors and Governance Task Force, thank you for serving ASSP as a delegate. Your thoughtful consideration of this information and your participation and engagement in this process are essential to meeting our mission of working together for a safer, stronger future.



**Bradley D. Giles, P.E., CSP, STS, FASSP, GIOSH**  
2021-22 ASSP President | House of Delegates Chair

## Geo Strategy Partners Members Survey – Main Findings

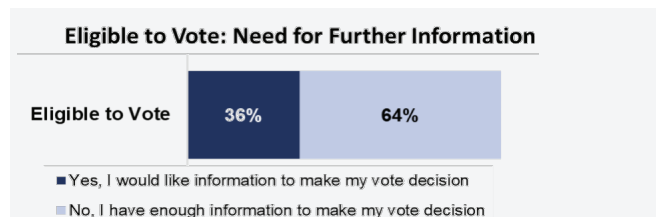
ASSP commissioned Geo Strategy Partners, an independent market research and strategy firm, to conduct a survey of our House of Delegates (HOD) and chapter presidents to validate the feedback garnered during the listening tour discussions and the task force findings and conclusions.

The online, self-directed survey ran from Nov. 30 to Dec. 23, 2021. A total of 354 ASSP members were invited through a unique email link. In total, Geo Strategy Partners collected 193 responses from members from all nine ASSP regions with different affiliation profiles. Of the 193 responses, 145 came from eligible to vote delegates.

Survey results indicate that **the majority of delegates agreed to the proposed governance change if it addressed certain concerns as outlined below:**

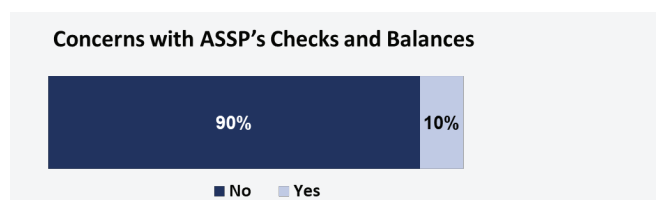
### A desire for more information about the proposed change:

36% of eligible to vote respondents stated they would like to **receive more information** to make their vote decision regarding ASSP's governance transition. They mentioned that a **communication package** would be helpful to cover remaining issues, such as the proposed new structure, its purpose and implications.



### Assurances about checks and balances under the new structure:

18% of eligible to vote respondents wanted further reassurance that **checks and balances will remain in place** under the new structure. The survey found that 90% of respondents showed no concern with ASSP's checks and balances.



### Ensure that the Advisory Group has actual influence into decision-making and that it is a two-way dialogue:

35% of eligible to vote respondents would like to ensure the Advisory Group as proposed **has a real voice into decision-making**. They mentioned as one of their main concerns that they would like to see **two-way communication** between the Board and the Advisory Group, supported by enough **meeting frequency** to voice issues important to the membership.

### Clarity and detail around the structure and composition of the Advisory Group:

Respondents requested further details on the structure and composition of the Advisory Group, such as information on **term limits, communication strategy, overall management, Advisory Group composition** and member **selection process**.

They stated they would like more detail on the rationale for **at-large members** and the process by which they would be selected.

Furthermore, some respondents stated concerns that the inclusion of an **Operating Committee** could add a layer of bureaucracy and diminish members' influence. They requested more information about how the Operating Committee would be structured, formed and managed.

The final governance proposal considered the feedback received from the survey and presents now a model that would create clear decision-making accountability while strengthening the input of membership into ASSP's strategic direction.

## MOTION: The House of Delegates approves the revised ASSP bylaws, ASSP Revised Bylaws\_January 28, 2022, enacting the governance changes approved by the Board of Directors.

### Background

ASSP recommends changing its current House of Delegates (HOD) into an Advisory Group. This change will shift the HOD from an information-receiving group to an information-providing group that is charged with helping to inform decisions by the Board of Directors on a regular basis, and to communicate member needs, concerns and suggestions to the board.

In response to your requests for additional information on several key components of the proposed governance model, including reporting structure, group composition and checks and balances, following is a full description of the final governance proposal.

### Advisory Group: Legal Structure

Based on feedback from the listening sessions and research, the Advisory Group would be a standing committee reporting directly to ASSP's Board of Directors in accordance with Article XII, Committees, in ASSP's bylaws.

By establishing the Advisory Group as a standing committee, the Board of Directors will connect directly with members for regular input on issues important to the Society and the occupational safety and health profession.

As a standing committee, the Advisory Group will be responsible for monitoring trends impacting workplace safety and the profession. They will use this information to recommend courses of action to the Board of Directors. Regular input from members is critical to ensuring ASSP can meet member needs.

As stated in the proposed bylaws, the Advisory Group shall perform the following functions:

- A. Actively discuss and provide input on issues/topics to the Board of Directors and co-create quarterly meeting agendas.
- B. Bring forward annual activities under ASSP's business planning process.
- C. Cascade information to members.

The Board of Directors will use this information to inform ASSP's strategic direction, including our strategic plan. The strategic plan guides the annual plan of work and the allocation of financial resources and human capital.

The strategic plan and annual plan of work are measured by key performance indicators reported by the Board of Directors to membership in an annual report each year to ensure transparency and accountability to ASSP membership.

### Advisory Group: Operations

As stated in the proposed bylaws, the Advisory Group will meet virtually each quarter. The Operations Committee will assist the

Board of Directors in scheduling the quarterly meetings and co-creating each meeting agenda, with input from the Advisory Group.

As noted in the proposed bylaws, the Advisory Group will be able to transact official business at meetings, during conference calls and via ballots. Minutes will be prepared for each official meeting.

As part of standard Society operating process, Advisory Group members will receive an update report following each Board of Directors meeting. The group will also be required to submit a standing committee report to the Board of Directors twice a year.

The Advisory Group will function within the Society budget, including operating cost and staff support expenses. Per standard operating process, expenses for nonoperating costs will be funded through specific budget actions as part of ASSP's annual business planning process. Annual expenses are confirmed by ASSP's Finance Committee and approved by the Board of Directors.

### Advisory Group: Composition and Selection

The proposed bylaws and Advisory Group Society Operating Guideline (SOG) define the composition of the Advisory Group.

In the proposed governance model, Advisory Group members will reflect four constituencies:

1) **Chapters:** Each chapter will have Advisory Group representation based on their membership as follows:

- 249 members or fewer = 1 Advisory Group member.
- 1 Advisory Group member for each additional 250 members or portion thereof, in excess of its initial 249 members.

2) **Common Interest and Practice Specialty communities:**

Members elected to serve as administrators and assistant administrators of common interest groups or practice specialties will serve on the Advisory Group for the length of their term of office.

3) **Elected Society Leaders:** Members elected to the office of council vice president, regional vice president and area director will also serve on the Advisory Group. Members of the Board of Directors will not serve on the Advisory Group.

4) **General Membership:** Members in good standing will comprise up to one-quarter of the Advisory Group and will serve in an at-large capacity. As defined in the Advisory Group SOG, at-large members will be representatives of the interests of the general ASSP membership and occupational safety and health professionals. They will not be representing specific member communities.

- At-large members will serve a one-year term beginning on July 1. They may serve more than one term.
- At-large members must submit to serve on the Advisory Group through the online ASSP Leadership Connection form, following current ASSP process.
- Only complete submissions will be accepted.

- Membership will be granted to submissions first received based on time-stamped entries.
- Including an at-large constituency in the Advisory Group will support ASSP's efforts to create a diverse and inclusive environment that strives to create equitable opportunities for all members. This approach will enable us to hear from members who might not otherwise be engaged in an elected/appointed role. Capping the percentage of the at-large constituency at no more than one-quarter of the total composition of the Advisory Group is designed to help ASSP maintain a representative balance of member input.

## Advisory Group Operations Committee: Composition and Selection

To effectively engage a group the size of the Advisory Group, ASSP will need a documented structure in place to develop an annual plan of work and track progress to the plan. The proposed structure of the Operations Committee models ASSP best practice.

The Operations Committee will be a standing committee of the Advisory Group. It will be made up of seven to nine members of the Advisory Group, selected by the Advisory Group using the Society's standard process for committee application and nomination. The Board of Directors will then confirm the committee following the Society's standard process for committee appointments.

Operations Committee members will serve a three-year term. During the first two years of operations, committee members will serve staggered terms to align to ASSP's standard of one-third rotation each year.

Specific responsibilities will include:

- Coordinate and facilitate meetings.
- Track outcomes and hold the Advisory Group accountable for deliverables.
- Produce key performance indicator report to the Board of Directors twice per year.

## ASSP'S CHECKS AND BALANCES

ASSP has a robust system of checks and balances, and the Society will maintain that system under the proposed model. Many of these checks and balances are defined in ASSP's bylaws and Society Operating Guidelines:

- Members of the Board of Directors are elected by membership. Board members serve three-year, staggered terms to ensure a balance of continuity and new perspectives.
- ASSP hosts an annual meeting of members.
- Meetings of members are required for the following Society actions:
  1. Amending the articles of incorporation.
  2. Voluntary dissolution of the Society or revocation of voluntary dissolution proceedings.
  3. Plans for merger or consolidation.
  4. Sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all the property and assets of the Society.

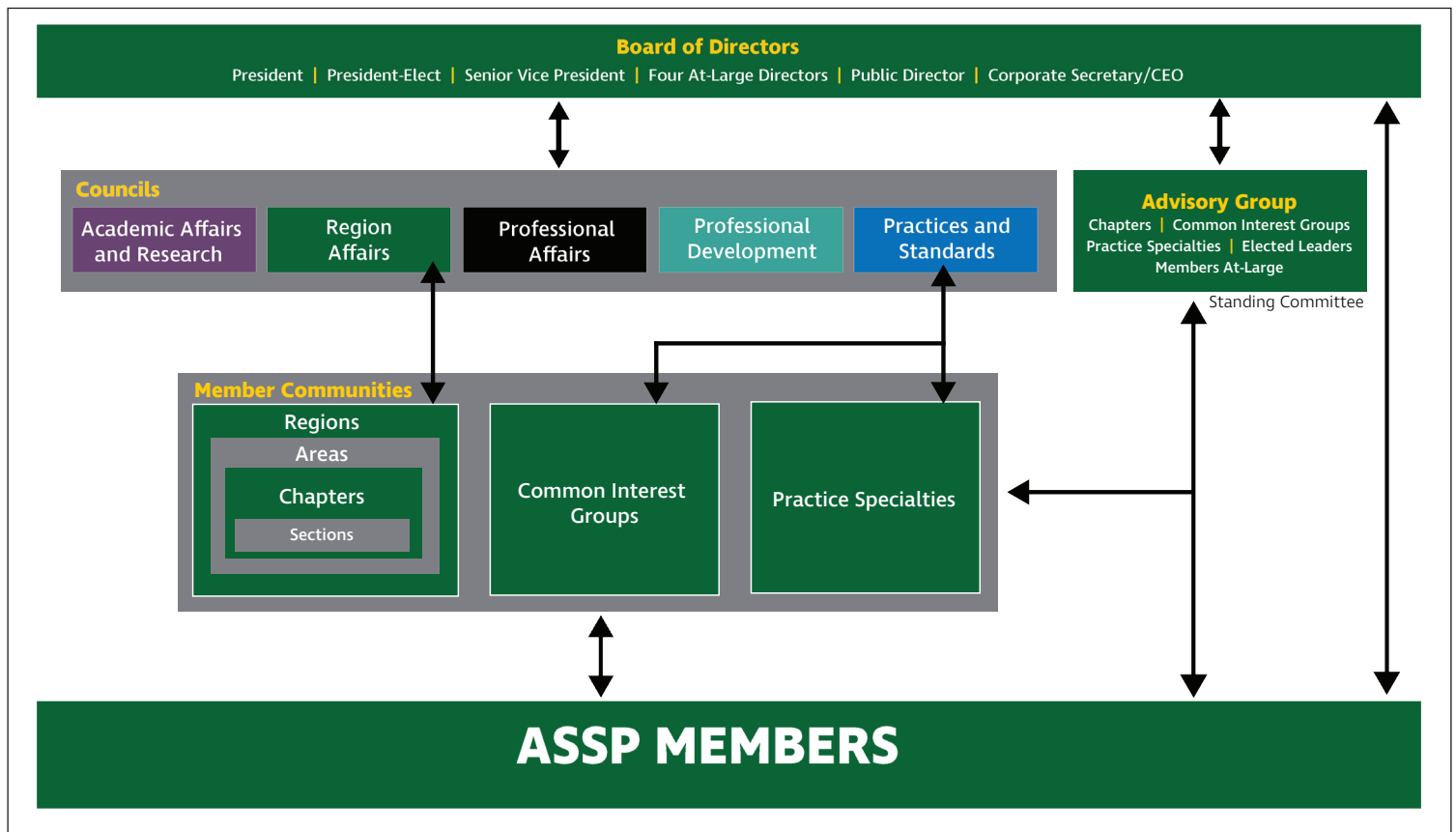
ASSP's purpose will remain the same: *The American Society of Safety Professionals shall promote the advancement of the safety profession and foster the professional well-being and development of its members, as set forth in the articles of incorporation.*

In addition to the legal requirements addressed in our bylaws and Society Operating Guidelines, ASSP adheres to best practices and IRS regulations including filing annual conflict of interest documents, legal orientation for all board members, publishing annual financial information on ASSP's website and in its journal, and making Board reports available to all members.

Additional strong financial controls include the following:

- All financial transactions are recorded, and periodic financial reports are submitted to the Board of Directors and audited by independent public accountants.
- The Finance Committee is a board standing committee under ASSP's bylaws. This committee's operating procedures require the following:
  - Oversee the development of the Society's annual budget.
  - Evaluate the Society's financial position, proposed budget exceptions and board-designated/development fund spending and make recommendations to the Board of Directors on these matters.
  - Engage an independent auditor to review the Society's financial statements and internal controls.
  - Review the financial impacts of new proposals and initiatives as requested by the Board of Directors.

# PROPOSED GOVERNANCE MODEL



The Advisory Group would be a standing committee reporting directly to ASSP's Board of Directors in accordance with Article XII, Committees, in ASSP's bylaws.

By establishing the Advisory Group as a standing committee, the Board of Directors will connect directly with members for regular input on issues important to the Society and the occupational safety and health profession.

As a standing committee, the Advisory Group will be responsible for monitoring trends impacting workplace safety and the profession. They will use this information to recommend courses of action to the Board of Directors. Regular input from members is critical to ensuring ASSP can meet member needs.

As noted in this voting package, under the proposed bylaws, the Advisory Group will perform the following functions:

- A. Actively discuss and provide input on issues/topics to the Board of Directors and co-create quarterly meeting agendas.
- B. Bring forward annual activities under ASSP's business planning process.
- C. Cascade information to members.

The Board of Directors will use this information to inform ASSP's strategic direction, including our strategic plan. The strategic plan guides the annual plan of work and the allocation of financial resources and human capital.

The strategic plan and annual plan of work are measured by key performance indicators reported by the Board of Directors to membership in an annual report each year to ensure transparency and accountability to ASSP membership.



## MOTION:

Board of Directors		
1/28/2022		
<b>Motion:</b>  The House of Delegates approves the revised ASSP Bylaws, ASSP Revised Bylaws_January 28, 2022, enacting the governance changes approved by the Board of Directors.		
<b>Justification:</b>  ASSP's Board of Directors serves the Society's 36,000 members by fostering their professional well-being and development and advocating for the advancement of the safety profession. To fulfill that responsibility, the Board of Directors must effectively manage the Society and respond quickly to member needs in a fast changing, competitive world.  Our governance structure must establish clear decision-making accountability so the Board of Directors can fulfill its legal and fiduciary responsibilities. We also must give our members timelier opportunities to inform and influence our decisions.  Additional information can be found in this packet.		
Currently within operational budget <input checked="" type="checkbox"/>		New budget item <input type="checkbox"/>
<b>Timing:</b> (When will the program launch?) Upon House of Delegates vote		
<b>Revenue:</b> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Year 1\$:	Year 2\$:
<b>Direct Program Cost</b>	Year 1\$: Cost neutral	Year 2 / Annual \$:
<b>Staff Cost:</b>	First Year Hr: First Year \$:	Year 2/ Annual Hr: Year 2 / Annual \$:
<b>Strategic Pillar Alignment</b>	Membership <input checked="" type="checkbox"/>	Education <input checked="" type="checkbox"/>
	Standards <input checked="" type="checkbox"/>	Value of the Profession <input checked="" type="checkbox"/>
<b>Specific KPIs</b>	Year 1	Year 2
<b>Reviewed by Finance Committee:</b> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		
<b>Staff Liaison:</b> Kim McDowell, Director - Membership & Communities		





# ASSP BYLAWS

## AMERICAN SOCIETY OF SAFETY PROFESSIONALS

## ASSP BYLAWS WITH AMENDMENTS APPROVED

American Society of Safety  
Professionals  
*BYLAWS*

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## **ARTICLE I NAME AND DESIGNATION**

Sec. 1: (NAME) The name of the Society shall be the American Society of Safety Professionals, hereinafter referred to as ASSP or the Society.

Sec. 2: (DESIGNATION) The name and/or abbreviation shall not be changed or altered when used by members or units of the organization.

## **ARTICLE II PURPOSE AND OBJECTIVES**

Sec. 1: (PURPOSE) The American Society of Safety Professionals shall promote the advancement of the safety profession and foster the professional well-being and development of its members, as set forth in the Articles of Incorporation.

Sec. 2: (OBJECTIVES) In fulfilling its purpose, the Society shall have the following objectives:

- (A) To promote the growth and development of the profession.
- (B) To provide leadership and guidance to the profession and to advance the science, methods and technology of safety.
- (C) To establish and maintain standards for the profession.
- (D) To develop and disseminate material that will carry out the purpose of the Society.
- (E) To develop and promote educational programs for obtaining the knowledge required to perform the functions of a safety professional.
- (F) To promote and conduct research in areas which further the purposes and objectives of the Society.
- (G) To provide forums for the interchange and acquisition of professional knowledge among its members.
- (H) To provide for liaison with government agencies and related disciplines and organizations in matters of concern to the profession.

Sec. 3: (DEFINITION) The definition of the safety profession as used in these Bylaws is: The safety profession is composed of individuals engaged in one or more of the specialties within the various sciences for the primary purpose of developing and/or implementing methods, procedures, systems, devices, and/or standards toward the reduction, control, or elimination of hazardous exposures to people,

property or the environment. It is intended that the term "safety" be interpreted within the framework set forth in the "Scope and Functions of the Professional Safety Position," as adopted by the Society Board of Directors.

Sec. 4: (DISCLAIMER) Nothing contained herein shall authorize the Society to engage in any activities or practices which would cause it to lose its status as a tax-exempt organization within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future revenue law of the United States.

## **ARTICLE III MEMBERSHIP**

Sec. 1: (GENERAL) Membership in the Society is open to persons whose employment, education or experience in the safety, health and environmental fields meet the requirements set forth in these Bylaws and the Society Operating Guidelines.

Sec. 2: (CLASSIFICATION OF MEMBERS)

Except as set forth in Article III, Section 2 (F), membership in the Society is specifically conferred by procedures approved by the Board of Directors, after payment of the first year's dues and application fee. Each applicant shall be assigned a membership classification in accordance with the applicant's qualifications. Society membership shall be personal and not transferable.

(A) (PROFESSIONAL MEMBER) To be eligible as a Professional Member, an applicant shall, at the time an application is submitted, be engaged a majority of the time on an annual basis in the broad practice of safety, health and the environment, and effective when approved, for future professional members:

- (1) Shall be a Certified Safety Professional (CSP) or Certified Industrial Hygienist (CIH) in good standing with the Board of Certified Safety Professionals or American Board of Industrial Hygiene, respectively, or
- (2) Shall hold an accredited certification from a body recognized by the Council on Region Affairs, hold a baccalaureate or higher degree from an accredited college or university and shall have a minimum of five (5) years in the aggregate professional safety, health and environmental experience, or



- (3) Shall be registered or licensed by a state agency as a Professional Engineer, hold a baccalaureate or higher degree from an accredited college or university and shall have a minimum of five (5) years in the aggregate professional safety, health and environmental experience, or
- (4) Shall hold a doctorate level degree from an accredited college or university in a safety, health and environmental field recognized by the Council on Region Affairs and shall have a minimum of five (5) years in the aggregate professional safety, health and environmental experience.
- (B) (MEMBER) To be eligible as a Member, an applicant shall be engaged in the broad practice of safety.
- (C) (INTERNATIONAL MEMBER) To be eligible as an International Member, an applicant shall be engaged in the broad practice of safety and reside outside the United States.
- (D) (ASSOCIATE MEMBER) To be eligible as an Associate Member, an applicant shall be engaged in pursuits and functions that qualify the applicant to cooperate with members of the Society and render service to the Society.
- (E) (STUDENT MEMBER) To be eligible as a Student Member, an applicant shall be enrolled in an accredited college or university offering a graduate or undergraduate degree intended to prepare the individual for practice in the broad practice of safety.
- (F) (EMERITUS MEMBER) Emeritus status will be extended, upon written request, to members who have rendered service to ASSP and who are retired.
- (G) (HONORARY MEMBERSHIP) Honorary membership may be awarded to persons of eminence who have contributed substantially to the field of safety, health and environment and advancement of the safety, occupational health or environmental profession and/or the Society. Nomination of Honorary Members shall be by the Executive Committee with the approval of the Board of Directors.

#### Sec. 3: (MEMBERSHIP PROCESS)

- (A) (MEMBERSHIP PROCESS) The membership process shall be set by the Council on Region Affairs according to these Bylaws and its operating procedures.
- (B) (RESIGNATION) Any member may resign by sending a formal statement to that effect to the Society headquarters or by not paying their dues.
- (C) (DELINQUENCY) Any member whose current year's annual dues are not received by Society headquarters within two (2) months of the member's annual renewal date shall be considered delinquent and all membership services and privileges shall be suspended.
- (D) (TERMINATION) Any member whose current year's dues are not received by Society headquarters within three (3) months of the member's annual renewal date shall be considered to have resigned from the Society.

Sec. 4: (VOTING RIGHTS) Professional Members, Members, International Members, Professional Members Emeritus and Members Emeritus are eligible to vote on all matters submitted to the membership. Associate Members, Associate Members Emeritus and Student Members are eligible to vote only on the election of Society office holders. Honorary Members have no vote.

Sec. 5: (CHAPTER AFFILIATION) Chapter assignment and selection policies for members are:

- (A) All chapter members shall be Society members. Members may select the chapter they wish to join by notifying Society Headquarters of their choice.
- (B) Applicants residing outside the United States shall be designated as International members.

### ARTICLE IV REGIONS, CHAPTERS and SECTIONS

Sec. 1: (ADMINISTRATION) The Society shall be divided into geographic units of Regions, Areas, Chapters and Sections.

Sec. 2: (REGIONS) Regions shall be geographically defined territories as determined by the Board of Directors for the purpose of assisting the Society in administering its affairs.

- (A) Regions shall be administered through a Regional Operating Committee (ROC) composed of Area

Directors, where established, and Chapter Presidents, and chaired by the Regional Vice President. The ROC shall annually elect, from among the Area Directors or Chapter Presidents, a Deputy Regional Vice President who shall serve as Vice Chair of the Regional Operating Committee.

- (B) Chapters are members of the region and may be grouped into geographic areas, defined by the boundaries of assigned chapters. Area assignments are determined by the Regional Operating Committee.
- (C) Each region and its areas shall be organized and governed according to a set of operating procedures approved by the Regional Operating Committee and the Council on Region Affairs.

Sec. 3: (AREAS) Areas are established at the discretion of the ROC. Areas are groups of Chapters within a Region, defined by the boundaries of those Chapters.

- (A) Areas are administered by an elected Area Director and the Area Operating Committee comprised of the Chapter Presidents in the Area and chaired by the Area Director.
- (B) Area Directors shall be Members and meet criteria set by the Council on Region Affairs.
- (C) Area Directors shall not concurrently hold a Chapter office.

Sec. 4: (CHAPTERS) Chapters are geographically defined territories, each within or assigned as a member of the region by the Council on Region Affairs, chartered by the Board of Directors as provided in these Bylaws.

- (A) Each chapter shall be organized and governed according to a set of Bylaws approved by the Regional Vice President. These Bylaws shall follow in principle the Model Chapter Bylaws approved by the Council on Region Affairs.
- (B) Chapter boundaries shall be established by the Regional Operating Committee. Boundaries across regions shall be approved by the Council on Region Affairs.
- (C) All petitions for chapter charters shall be approved by the Regional Operating Committee and submitted to the Council on Region Affairs and Board of Directors for approval.

- (D) Chapters may be dissolved by the Board of Directors upon the recommendation of the Regional Operating Committee and the Council on Region Affairs.

Sec. 5: (SECTIONS) Sections are sub-units of Chapters as follows:

- (A) (CHAPTER SECTIONS) A group of members may petition the chapter to form a section according to procedures established by the Council on Region Affairs.
- (B) (STUDENT SECTIONS) A group of student members may petition the Chapter to form a student section of a Chapter.
- (C) Each regular or student section shall be organized and governed according to a set of Bylaws approved by the Regional Vice President. These Bylaws shall follow, in principle the Model Section Bylaws approved by the Council on Region Affairs.

Sec. 6: (GLOBAL CHAPTERS and SECTIONS) A group of members outside of the United States may petition to form a Section or Chapter in areas not served by any Chapter. Approval and territory shall be determined by the Board of Directors. Global Sections and Chapters shall be assigned as a member of a region by the Council on Region Affairs and report to the Region's Vice President.

Sec. 7: (RESOLUTIONS) Regions, Areas, Chapters, Sections and other units of the Society shall not issue resolutions or statements and not legally bind, or take official action on matters of national or international significance without approval of the Board of Directors.

## ARTICLE V FEES, DUES AND FINANCES

Sec. 1: (APPLICATION FEES) Each applicant for membership or membership reclassification in the Society may be assessed a fee as determined by the Board of Directors.

Sec. 2: (ANNUAL DUES) Each Professional Member, Member, International Member and Associate Member shall be assessed membership dues as determined by the Society Board of Directors.

- (A) Chapter dues, Practice Specialty fees and Common Interest Group fees shall be in addition to Society dues.
- (B) Emeritus and Student Members shall be assessed

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annual membership fees as set by the Board of Directors

- (C) Fees for Practice Specialties and Common Interest Groups shall be set by the Council on Practices and Standards.
- (D) Chapter Dues will be set by each chapter in accordance with their Bylaws and approved by the Regional Operating Committee.
- (E) Regional Assessment fees will be set by the Regional Operating Committee and approved by the Council on Region Affairs
- (F) Honorary Members are exempt from dues and fees.

Sec. 3: (FINANCES) All financial transactions shall be recorded and periodic financial reports shall be submitted to the Board of Directors and audited by outside public accountants.

Sec. 4: (FISCAL YEAR) The fiscal year of the Society shall be determined by the Board of Directors.

#### **ARTICLE VI BOARD OF DIRECTORS**

Sec. 1: (COMPOSITION) The members of the Board of Directors shall be the President, President Elect, Senior Vice President, Vice President Finance, four (4) Directors-at-Large, the Public Director and the Chief Executive Officer who shall serve without vote. No individual may hold more than one (1) position concurrently on the Board of Directors.

Sec. 2: (ROLE AND DUTIES) The duties of the Board of Directors shall be carried out in conformance with the Bylaws. The duties shall be to:

- (A) Manage and operate the affairs of the Society;
- (B) Adopt and oversee an annual budget for the Society;
- (C) Develop and maintain operating procedures and the *Society Operations Guide*;
- (D) Select the Chief Executive Officer and set the salary ranges of the Chief Executive Officer and staff;
- (E) Render all official interpretations of these Bylaws;
- (F) Delegate to the Executive Committee such authority as is permitted by law and is deemed advisable;

(G) Publish an annual report; and

(H) Enforce the Professional Code of Conduct.

Sec. 3: (MEETINGS) The Board of Directors shall meet annually and at such place and time as it may determine. Meetings of the Board of Directors may be called by the President or written petition of four (4) voting Board members. At least five (5) business days' notice shall be given to all Board members.

Sec. 4: (QUORUM) A quorum of the Board of Directors shall exist when at least two-thirds (2/3) of its voting members are present, one of which must be the President, President-Elect or Senior Vice President, who shall be the presiding officer. Unless specified otherwise, a majority vote of the Board members present at a meeting at which quorum is present shall be decisive.

Sec. 5: (BUSINESS) The Board of Directors may conduct business by mail, conference call or electronic means to the extent allowed by law.

Sec. 6: (PROXY VOTING) Proxy voting is not permitted at a Board of Directors meeting.

#### **ARTICLE VII EXECUTIVE COMMITTEE**

Sec. 1: (COMPOSITION) The members of the Executive Committee shall be: the President, President-Elect, Senior Vice President and Vice President-Finance and the Chief Executive Officer who shall serve without vote. The President shall serve as Chair.

Sec. 2: (DUTIES) The Executive Committee shall

- (A) Be responsible for the transaction of necessary business between meetings of the Board of Directors and business referred to it by the Board of Directors. The committee shall also make a complete report of its actions to the Board of Directors.
- (B) Consider causes for revocation of any constituent unit and make recommendation to the Board of Directors for action.
- (C) Oversee the position of Chief Executive Officer and the process of selection should position become vacant.
  - (1) The Executive Committee shall function as research/screening committee and submit the name(s) of one (1) or more candidates, along with sufficient information as to their

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qualifications, to the Board of Directors, in writing.

- (2) A quorum of the Board of Directors shall make the selection.

Sec. 3: (MEETINGS) The Executive Committee shall meet on call of the President or upon petition of at least two (2) voting members of the Executive Committee. At least one (1) day prior notice shall be given all members of the committee except for any meeting the President may call during a Board of Directors meeting.

Sec. 4: (QUORUM) Three (3) voting members shall constitute a quorum for the transaction of business at all meetings of the Executive Committee.

Sec. 5: (BUSINESS) The Executive Committee may conduct business by mail, conference call, or electronic means when necessary.

#### ARTICLE VIII ELECTED POSITIONS

Sec. 1: (ELECTED) The elected Society officers, are the President, President-Elect, Senior Vice President and the Vice President-Finance.

Elected members of the Board of Directors, in addition to the officers, are four (4) Directors-at-Large.

Elected positions not on the Board of Directors are one (1) Vice President for each Society Council, one (1) Vice President for each region, one (1) Administrator and one (1) Assistant Administrator for each Practice Specialty and one (1) Administrator and one (1) Assistant Administrator for each Common Interest Group and one (1) Area Director for each regional area.

Sec. 2: (QUALIFICATIONS) Members and officers of the Board of Directors and Council Vice Presidents shall be a Professional Member with the exception of the Public Director. Nominees for Regional Vice Presidents, Practice Specialty Assistant Administrators and Common Interest Group Assistant Administrators shall meet criteria set by the Nominations and Elections Committee and approved by the Board of Directors.

Sec. 3: (TERMS OF OFFICE)

- (A) The terms of office for the President, President-Elect and Senior Vice President shall run from July 1 through June 30<sup>th</sup> each year or until a successor is duly elected. Presidents shall not

succeed themselves except in cases where they served for less than a full term due to succeeding to the office to fill a vacancy.

- (B) The terms of office for the Vice President-Finance, Directors-at-Large, Public Director, Council Vice Presidents, Regional Vice Presidents and Area Directors shall run from July 1 in the year which elected and continue for a period of three (3) years or until a successor is duly elected. These officers shall not serve more than one (1) full term in the same office.
- (C) The terms of office for Practice Specialty Administrators and Assistant Administrators and Common Interest Group Administrators and Assistant Administrators shall run from July 1 in the year in which elected and continue for a period of two (2) years or until a successor is duly elected. These officers shall not serve more than one (1) full term in the same office.

Sec. 4: (VACANCY IN OFFICE) Should a vacancy occur in the office of:

- (A) President. The President-Elect shall serve for the unexpired term of the President in addition to the term elected to serve.
- (B) President-Elect. The Senior Vice President shall serve for the unexpired term of the President-Elect in addition to the term elected to serve.
- (C) Senior Vice President, Vice President-Finance, Directors-at-Large or Council Vice President. The office shall be filled by a vote of the **Board of Directors based on** a slate of nominees submitted by the Society Nominations and Elections Committee.
- (D) Regional Vice President. The office shall be filled by ballot of regional members upon a nomination submitted by the Regional Nominations Committee and approved by the Society Nominations and Elections Committee. Except that, if such vacancy occurs within the final year of the term, the vacancy shall be filled by the Deputy Regional Vice President, subject to approval by the Board of Directors.
- (E) Practice Specialty Administrators and Common Interest Group Administrators. The office shall be filled by ballot of practice specialty and Common Interest Group members respectively upon nomination approved by the Nominations and

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Elections Committee: except that, if such vacancy occurs within the final year of the term, the Assistant Administrator shall assume the vacancy, subject to approval by the Board of Directors.

- (F) Area Directors. The office shall be filled by ballot of area members upon a nomination submitted by the Regional Nominations Committee and approved by the Society Nominations and Elections Committee.

Sec. 5: (INABILITY TO SERVE) If after election, but prior to taking office, a successful candidate is unable to serve for any reason; the vacancy shall be filled in the manner set forth in Sec. 4 of this Article.

Sec. 6: (REMOVAL FROM OFFICE) Elected Society officers may be removed by the voting membership pursuant to applicable law or by a 2/3 vote of the Board of Directors. Elected members of the Board other than officers may be removed by the voting membership pursuant to applicable law. Elected positions not on the Board of Directors may be removed by a 2/3 vote of the Board of Directors.

Sec. 7: (MULTIPLE OFFICES)

A Individuals may not hold two (2) elected Society level offices simultaneously.

B. Individuals may hold an elected Practice Specialty or Common Interest Group office along with an elected Chapter office simultaneously.

Sec. 8: (DUTIES OF OFFICERS) The duties of officers shall be carried out in conformance with these Bylaws and as detailed in the Society Operating Guidelines.

(A) The President shall:

- (1) Be the official representative of the Society.
- (2) Serve as presiding officer and Chair of the Board of Directors, Executive Committee, and Meeting of Members.
- (3) Generally supervise and oversee the activities of the Society.

(B) The President-Elect shall:

- (1) Serve as a member of the Board of Directors and the Executive Committee.
- (2) Serve as Chair of other assigned committees and task forces.

(3) Serve as Chair of the Public Director Nominations Committee.

(4) Assist the President and act for the President when requested by the President or in the event of his/her inability to act.

(C) The Senior Vice President shall:

- (1) Chair the Congress of Councils and oversee the functions of the Council Vice Presidents.

(D) The Vice President-Finance shall:

- (1) Be treasurer of the Society.
- (2) Oversee the Society's financial policies.
- (3) Recommend a budget to the Board of Directors, and oversee adopted budgets and investments, and recommend accounting controls.
- (4) Report to the Board of Directors as necessary to keep them apprised of the financial condition of the Society.
- (5) Chair the Finance Committee.

Sec. 9: (DUTIES OF OTHER POSITIONS)

(A) Directors-At-Large

Duties as assigned by the Board of Directors

(B) Public Director

Duties as assigned by the Board of Directors.

(C) The Vice Presidents of the Councils on Region Affairs, Practices and Standards, Professional Development, Professional Affairs, and Academic Affairs and Research each Chair their respective Councils, oversee Council functions, assigned committees and task forces.

(D) The Regional Vice President(s) shall:

- (1) Chair the Regional Operating Committee, maintain close liaison with Areas, Chapters, and Sections in and assigned to the region and be responsible for their effective operation.
- (2) Oversee the functions of Chapter Presidents and Area Directors in the region.
- (3) Serve as a member of the Council on Region Affairs.

(E) Practice Specialty Administrators each chair their respective Practice Specialty Advisory Councils, oversee Practice Specialty functions, assigned committees and task forces.

(F) Common Interest Group Administrators each Chair their respective Common Interest Group Advisory Councils, oversee Common Interest

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Group functions, assigned committees and task forces.

Sec. 10: (JOB DESCRIPTION) Duties and responsibilities of these positions shall be set forth in the *Society Operations Guide*, which shall be approved by the Board of Directors.

## **ARTICLE IX COUNCILS**

Sec. 1: (COUNCILS) Society Councils are Professional Affairs, Professional Development, Practices and Standards, and Region Affairs, Academic Affairs and Research.

- (A) Councils shall each be administered by a set of operating procedures approved by the Board of Directors and shall supervise committees designated in such procedures or assigned by the Board of Directors.
- (B) Council Members-at-Large shall be recommended by the Council Vice President, and approved by the Board of Directors.
- (C) Council on Professional Affairs shall:
  - (1) Consist of a Vice President, as chair; and six (6) council Members-at-Large.
  - (2) Be responsible for development and implementation of programs providing leadership for the safety profession.
- (D) Council on Professional Development shall:
  - (1) Consist of a Vice President, as Chair; and six (6) council Members at Large.
  - (2) Be responsible for development and implementation of educational programs and publications.
- (E) Council on Region Affairs shall:
  - (1) Consist of a Vice President, as Chair; and the Regional Vice Presidents.
  - (2) Be responsible for the policies and operating procedures for Regions, Areas, Chapters, and Sections; membership development and services.
- (F) Council on Practices and Standards shall:
  - (1) Consist of a Vice President, as Chair; the Administrators of the Practice Specialties and the Administrators of the Common Interest Groups, and a vice-chair.

- (2) Be responsible for policies and operating procedures for the Practice Specialties and Common Interest Groups.

(G) Council on Academic Affairs and Research shall:

- (1) Consist of a Vice President, as chair; and seven (7) council Members-at-Large.
- (2) Be responsible for overseeing academic and research-related matters, including the development of education standards and accreditation, student engagement and research-related activities.

(H) Congress of Councils shall:

- (1) Consist of the Senior Vice President as Chair, the Vice President, Council on Region Affairs; Vice President, Council on Practices and Standards; Vice President, Council on Professional Development; Vice President, Council on Professional Affairs.
- (2) Serve to coordinate issues between Councils and facilitate planning by all Councils for the timely execution of the Strategic Plan.

## **ARTICLE X PRACTICE SPECIALTIES**

Sec. 1: (DEFINITION & PURPOSE) Practice Specialties shall be groups of Society members having similar professional interests.

Sec. 2: (MEMBERSHIP) Practice Specialties affiliation is open to any dues-paying or fee-paying member of the Society who pays the required fee to join the Practice Specialty.

Sec. 3: (OPERATING PROCEDURES) Practice Specialties may be formed and shall operate according to the Operating Procedures of the Council on Practices and Standards approved by the Board of Directors. Petitions to form Practice Specialties shall be approved by the Council on Practices and Standards and the Board of Directors.

(A) Practice Specialty officers shall:

- (1) Be an Administrator and Assistant Administrator.
- (2) Not concurrently hold other elected offices of the Society.

(B) The Assistant Administrator shall be elected by members of their Practice Specialty for a term of two (2) years and shall automatically succeed to the office

of Administrator for two (2) years. Administrators shall not succeed themselves except in cases where they served for less than a full term due to succeeding to the office to fill a vacancy.

- (C) A Practice Specialty may be dissolved by the Board of Directors upon the recommendation of the Council on Practices and Standards.

Sec. 4: (RESOLUTIONS) Practice Specialties shall not issue resolutions or statements and not legally bind the Society, or take official action on matters of national or international significance without approval of the Board of Directors.

## ARTICLE XI COMMON INTEREST GROUPS

Sec. 1: (DEFINITION & PURPOSE) Common Interest Groups shall be groups of Society members having similar non-professional interests.

Sec. 2: (MEMBERSHIP) Common Interest Group membership is open to any dues-paying or fee-paying member of the Society who pays the required fee to join the Common Interest Group.

Sec. 3: (OPERATING PROCEDURES) Common Interest Groups may be formed and shall operate according to the Operating Procedures of the Council on Practices and Standards approved by the Board of Directors. Petitions to form Common Interest Groups shall be approved by the Council on Practices and Standards and the Board of Directors.

(A) Common Interest Group officers shall

- (1) Be an Administrator and Assistant Administrator.

- (2) Not concurrently hold other elected offices of the Society.

(B) The Assistant Administrator shall be elected by members of their Common Interest Group for a term of two (2) years and shall automatically succeed to the office of Administrator for two (2) years. Administrators shall not succeed themselves except in cases where they served for less than a full term due to succeeding to the office to fill a vacancy

(C) Common Interest Groups may be dissolved by the Board of Directors upon the recommendation of the Council on Practices and Standards.

Sec. 4: (RESOLUTIONS) Common Interest Groups shall not issue resolutions or statements and not legally bind the Society, or take official action on matters of national or international significance without approval of the Board of Directors.

## ARTICLE XII COMMITTEES

Sec. 1: (GENERAL) Standing committees are those established by these Bylaws. Special task forces and ad hoc committees may be established by the Board of Directors.

Sec. 2: (STANDING COMMITTEES) Society Standing Committees are [Advisory Group](#), Finance, Nominations and Elections, Standards Development, and Professional Conduct.

(A) Standing committee members shall be members appointed by the President-Elect unless otherwise provided in these Bylaws. Appointments shall be approved as provided in these Bylaws or Society Operating Guidelines.

(B) Finance Committee members shall be appointed by the President-Elect and approved by the Board of Directors.

(C) All appointments and Committee duties and procedures shall be approved by the Board of Directors.

Sec. 3: (EX-OFFICIO MEMBERS) The President, President-Elect, Senior Vice President, and Chief Executive Officer shall be ex-officio members (without vote) of all Councils, committees or task forces within the respective Councils and of all Board standing committees.

## ARTICLE XIII NOMINATIONS AND ELECTIONS

Sec. 1: (COMMITTEE) The Nominations and Elections Committee shall consist of seven (7) members; four (4) most immediate and available Past Presidents and three (3) At-Large Members. The At-Large Members are nominated by the Executive Committee. No more than one of the At-Large Members may be a non-member of ASSP. The Chair of the committee will be the most immediate Past President. Duties shall be to provide a slate of qualified nominees, who are capable of fulfilling the duties of Society elective offices, and to conduct elections and supervise election procedures. No one



serving on a nominating committee may be nominated by that committee.

Sec. 2: (ELECTIONS AND SUCCESSION OF SOCIETY OFFICERS, DIRECTORS, COUNCIL VICE PRESIDENTS AND ASSISTANT ADMINISTRATORS OF PRACTICE SPECIALTIES AND COMMON INTEREST GROUPS)

- (A) The President-Elect shall automatically succeed to the office of President.
- (B) The Senior Vice President shall automatically succeed to the office of President-Elect.
- (C) The Vice President-Finance and Council Vice Presidents will be elected on a staggered basis with the Vice President-Finance and Vice President, Council on Practices and Standards elected in year one, Vice President, Council on Professional Development and Vice President, Council on Professional Affairs elected in year two, and Vice President, Council on Region Affairs and Vice President, Council on Academic Affairs and Research elected in year three.
- (D) If the President-Elect is unable to assume the office of President, the Senior Vice President shall automatically succeed to the office of President. The Nominations and Elections Committee shall then present two (2) nominees considered to be qualified for the office of President-Elect.
- (E) If neither the President-Elect nor the Senior Vice President can serve in the office of President, the Nominations and Elections Committee shall present two (2) nominees considered to be qualified, for each of the offices of President and President-Elect.
- (F) Directors-at-Large will be elected on a staggered basis with two (2) elected in year one, one (1) elected in year two and one (1) elected in year three.
- (G) The Public Director shall be appointed by the Board of Directors. The nominee for Public Director shall be selected by the Public Director Nominations Committee composed of the President-Elect, as Chair, two (2) members of the Board of Directors (selected by the President) and the Chief Executive Officer without vote.
- (H) Senior Vice President, Vice President-Finance,

Directors-at-Large and Vice Presidents of the Councils on Region Affairs, Practices and Standards, Professional Development, Professional Affairs, and Academic Affairs and Research shall be elected by the Society membership.

- (I) The Practice Specialty Assistant Administrators shall be elected by members of their respective Practice Specialty.
- (J) The Common Interest Group Assistant Administrators shall be elected by members of their respective Common Interest Group.

Sec. 3: (NOMINATION AND ELECTION OF REGIONAL VICE PRESIDENTS AND AREA DIRECTORS)

- (A) Nominations for Regional Vice President and Area Directors shall be made by Regional Nominations Committees and submitted to the Society Nominations and Elections Committee to determine if nominees are qualified to serve before their names are placed on the ballot.
  - (1) Regional Vice Presidents will be elected on a staggered basis.
  - (2) Area Director terms will be staggered within a Region.
  - (3) Regional Vice Presidents and Area Directors shall be elected by members of their Region or members of the Chapters assigned to their area, respectively.
  - (4) Each Regional Nominations Committee shall present two (2) nominees for the office of Regional Vice President and Area Director.
- (B) Regional Nominations Committees shall consist of a minimum of five (5) members, including the Deputy Regional Vice President, two (2) Area Directors, where in office, and two (2) Chapter Presidents. The Deputy Regional Vice President shall serve as Chair. The Regional Operating Committee will appoint the Regional Nominations Committee. No one serving on a Regional Nominations Committee may be nominated by that committee.

Sec. 4: (PETITION INFORMATION) Society members may submit nominations for Society offices by petition, the form and procedures for which shall be

determined by the Society Nominations and Elections Committee.

Sec. 5: (NOMINATIONS)

- (A) The Nominations and Elections Committee shall present two (2) nominees considered to be qualified for each of the offices of Senior Vice President, Vice President-Finance, Directors-at-Large, Council Vice Presidents, Practice Specialty Assistant Administrators and Common Interest Group Assistant Administrators.
- (B) All nominees and petition candidates for Board and Council Vice Presidents shall be Professional Members, except for the Public Director., Regional, Practice Specialty and Common Interest Group and Area offices shall be Professional Members or Members.
- (C) The membership will be notified of the final slate at least thirty (30) days prior to the election.
- (D) If a nominee/candidate for Senior Vice President, Vice President-Finance, Director-at-Large, Council Vice President, Practice Specialty Assistant Administrator or Common Interest Group Assistant Administrator withdraws, is unable to run, or is removed from the election slate on or before February 1 of the election year, the Nominations and Elections Committee may, but is not required to, present an additional qualified nominee/candidate.
- (E) If a nominee/candidate for Senior Vice President withdraws, is unable to run, or is removed from the election slate after February 1 of the election year, the Nominations and Elections Committee may, but is not required to, hold a special election for the position of Senior Vice President, if at the Nominations and Elections Committee discretion, such an election can be completed by June 1.
- (I) If a nominee/candidate for Regional Vice President or Area Director withdraws or is removed from the election slate on or before February 1 of the election year the Regional Nominations Committee may, but is not required to, present an additional nominee/candidate
- (J) A special election for an Area Director only may be accomplished by nominations of the Regional Nominations Committee and election by a plurality of the Chapter Presidents in the area.

Sec. 6: (BALLOT) An election shall be held annually

between March and May. Procedures and schedule for the election shall be determined by the Society Nominations and Elections Committee with approval of the Board of Directors.

Sec. 7: (ELECTIONS) The nominee receiving a plurality of the votes cast for an elective office shall be considered elected.

Sec. 8: (NOTICE) Notice of all election results shall be published in a Society publication sent or available to all members.

ARTICLE XIV

ADVISORY GROUP

Sec. 1: (ANNUAL MEETING) The Board of Directors shall call quarterly virtual Advisory Group meetings at such place and on such dates as it may determine, for the purpose of receiving reports, conducting work and engaging directly with the Board of Directors.

Sec 2: (ADDITIONAL MEETINGS) Additional virtual meetings of the Advisory Group will be conducted to fulfill its duties.

Sec. 3: (ADVISORY GROUP MEMBERS)

- (A) Chapter advisory group members, who are elected by the members of their chapters, shall be professional members or members in good standing.
  - a. Each chapter shall be entitled to Advisory Group members as determined by their membership count as of December 31 of the previous calendar year as follows:
    - i. 249 members or less = 1 member.
    - ii. One member for each additional 250 members or portion thereof, in excess of its initial 249 members.
    - iii. Members serve for a one (1) year term beginning on July 1. Members may serve more than one (1) term.
- (B) Society elected leaders in the positions of council vice presidents, regional vice presidents, area directors, administrators and

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assistant administrators will serve as members of the Advisory Group.

(C) Members in good standing will comprise up to ¼ of the Advisory Group and will serve as at-large members.

a. Members serve for a one (1) year term beginning on July 1. Members may serve more than one (1) term.

b. The procedure for selection of members will be set forth in the society operating guidelines.

Sec 4: (DUTIES OF THE ADVISORY GROUP) The Advisory Group shall perform the following functions:

A. Actively discuss and provide input on the issues/topics presented.

B. Bring forward annual activities under ASSP's business planning process.

C. Cascade information to members.

**Deleted:** Sec. 1: (ANNUAL MEETING) An annual House of Delegates-- meeting shall be called by the Board of Directors at such place and on such dates as it may determine, for the purpose of receiving reports, amending bylaws and other Society business. ¶

Sec. 2: (SPECIAL MEETINGS) Special meetings may be called by the President and shall be called when mandated by:¶

A majority vote of the Board of Directors, or, ¶  
A petition signed by the Delegates-- representing one-fourth (1/4) of the chapters.¶

Sec 3: (MEETING NOTICE) Delegates-- shall be given notice to Annual and Special Meetings at least thirty (30) days prior to the meeting. The notice shall include the place, date and time of the meeting, and shall list any item of business that will require a vote. No official business other than that published may be transacted however once introduced such business items may be debated and amended by a majority vote of the Delegates--. ¶

## ARTICLE XV MEMBERSHIP MEETING

Sec. 1: (MEETINGS) An annual Meeting of Members shall be called by the Board of Directors to conduct Society business, in accordance with this Article.

Sec. 2: (SPECIAL MEETINGS) Special meetings may be called by:

- (A) The President;
- (B) A majority vote of the Board of Directors, or;
- (C) A signed petition by one percent (1%) of members, not more than fifty (50) of whom shall be from any one region nor more than twenty-five (25) of whom shall be from any one chapter.

Sec. 3: (MEETING NOTICE) All members entitled to vote shall be given notice to all Annual and Special Meetings at least thirty (30) days prior to the meeting. The notice shall include the place, date and time of the meeting, and shall list any item of business that will require a vote.

Sec. 4: (QUORUM) One percent (1%) of the members entitled to vote constitute a quorum of a Membership Meeting. Unless otherwise specified in these Bylaws or by law, a majority vote shall be decisive at a meeting where there is a quorum.

Sec. 5: (MEMBERSHIP MEETINGS) Meetings of members shall be required for the following Society actions:

- (A) Amending the Articles of Incorporation;
- (B) Voluntary dissolution of the Society, or revocation of voluntary dissolution proceedings;
- (C) Plans of merger or consolidation;
- (D) Sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all the property and assets of the Society;
- (E) The actions contemplated in paragraphs B through D, of this section may be taken only by vote of two-thirds (2/3) of voting members present at a meeting, at which there is a quorum.

Sec. 6: (BALLOTS) Official business of the Membership may be transacted by mail or electronic means provided that:

- (A) Members are given forty-five (45) days to respond to their ballot;

- (B) Unless specified otherwise, at least one percent (1%) of the members entitled to vote cast a ballot;

- (C) Unless specified otherwise, approval requires simple majority of votes cast.

Sec. 7: (PROXY VOTING) Proxy voting is permissible.

Sec. 8: (SECRETARY) The Chief Executive Officer serves as the Membership Meeting Secretary without a vote.

## ARTICLE XVI HEADQUARTERS

Sec. 1: (OFFICE) The permanent Headquarters and Executive Office shall be in the State of Illinois.

Sec. 2: (CHIEF EXECUTIVE OFFICER) The Chief Executive Officer shall:

- (A) Be a full time chief executive employee of the Society and administrative officer of the Society.
- (B) Be responsible for the Society Headquarters and oversee management of all Society assets.
- (C) Hire and oversee the Society staff.
- (D) Be custodian of the Official Seal.
- (E) Maintain the permanent files of the Society.
- (F) Serve as Society Secretary without vote and attend all meetings of the Executive Committee and Board of Directors.
- (G) Report to the President and carry out duties as delegated or outlined in the position description and/or Society Operating Guidelines.

Sec. 3: (REMOVAL) The Chief Executive Officer may be removed from office by the Board of Directors whenever in their judgment the best interest of the Society will be served thereby. Such action shall be by affirmative vote of two-thirds (2/3) of the Board members voting in a meeting at which a quorum is present.

## ARTICLE XVII PROFESSIONAL CONDUCT

Sec. 1: (CODE) The Society shall have a Code of Professional Conduct which shall be reviewed every three (3) years by the Professional Conduct Committee, amended as necessary, and adopted by the Board of Directors. As a condition of membership, all Society members shall abide by the Bylaws and the adopted

**Deleted:** Sec. 4: (QUORUM): A quorum is defined as follows: Except as provided in Section 7, a simple majority of certified Delegates-- , plus at least one-half (1/2) of the Board of Directors shall constitute quorum for a House of Delegates-- Meeting. Unless otherwise specified in this Article, a majority vote shall be considered to be decisive at a meeting where there is a quorum.

Sec. 5: (DELEGATES-- ) Delegates-- shall be: Chapter Delegates-- , who are elected by the members of their Chapters and reported to the credentials committee, shall be Professional Members or Members in good standing. Each Chapter shall be entitled to Delegates-- as determined by their membership count as of December 31 of the previous calendar year as follows: 249 members or less = 1 Delegate; One Delegate for each additional 250 members or portion thereof, in excess of its initial 249 members. Delegates-- serve for a one (1) year term beginning on July 1. Delegates-- may serve more than one (1) term. Chapter Delegates-- may appoint a proxy to represent them at a specified House of Delegates-- meeting. The proxy may be any member of the Delegate's chapter who meets all other requirements of a Delegate. The proxy appointment shall be delivered to the Society headquarters or Credentials Committee prior to the House of Delegates-- meeting. Vice Presidents on the Council on Practices and Standards, Council on Professional Affairs, Council on Professional Development, Council on Region Affairs, and Council on Academic Affairs and Research are members of the House of Delegates-- . Vice Presidents on Councils may appoint another member of their Council, who meets all other requirements of a Delegate, as a proxy to represent them at a specified House of Delegates-- meeting. The proxy appointment shall be delivered to the Society headquarters or Credentials Committee prior to the House of Delegates-- meeting.

Administrators of the Practice Specialties. Practice Specialty Delegates-- may appoint another member of their Practice Specialty, who meets all other requirements of a Delegate, as a proxy to represent them at a specified House of Delegates-- meeting. The proxy appointment shall be delivered to the Society headquarters or Credentials Committee prior to the House of Delegates-- meeting. Common Interest Group Delegates-- may appoint another member of their Common Interest Group, who meets all other requirements of a Delegate, as a proxy to represent them at a specified House of Delegates-- meeting. The proxy appointment shall be delivered to the Society headquarters or Credentials Committee prior to the House of Delegates-- meeting. Members of the Board of Directors. The Board Member, when acting as a Delegate, may assign his/her proxy, or carry a proxy from another Board member.

The Chief Executive Officer serves as the House of Delegates-- Secretary without a vote.

Sec. 6: (DUTIES OF THE HOUSE) The House of Delegates-- shall perform the following functions: Receive the annual report of the President and the annual financial report.

Ratify amendment of these Bylaws as set forth in Article XXIII.

Adopt or amend the Code of Professional Conduct.

Approve the broad fiscal policy of the Society and transactions that involve purchase, sale or change in financial terms of Society-owned land and buildings.

Approve the Society's Strategic Plan.

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Code of Professional Conduct. The professional conduct of the Society shall be in harmony with the Code of Professional Conduct.

Sec. 2: (FAILURE TO ABIDE) Members failing to abide by the Code of Professional Conduct or these Bylaws or members whose conduct is deemed prejudicial to the interests of the Society may be subject to disciplinary proceedings including termination of membership by majority vote of the Board of Directors upon recommendation of the Professional Conduct Committee. Decisions of the Board may be appealed to a special committee of members consisting of five (5) ~~Members~~, appointed by the ~~Board~~ at the time the appeal is submitted provided that written request for appeal is received by the Chief Executive Officer within 30 days of receipt of the notice of disciplinary action.

**ARTICLE XVIII  
AWARDS AND HONORS**

Sec. 1: (BOARD DIRECTION) The Society's Awards and Honors programs for professional and technical recognition shall be under the direction of the Council on Professional Affairs. Units of the Society may present awards and honors within the criteria and procedures approved by the Board of Directors.

Sec. 2: (FELLOW) The Society's highest honor - Fellow - may be awarded to Professional Members for accomplishments of broad import in areas which have contributed significantly to the advancement of the safety profession in accordance with procedures, criteria and standards established by the Board of Directors.

**ARTICLE XIX  
OFFICIAL SYMBOL**

The official symbol of the Society shall be a gold cross on a green enamel background shaped as a shield with the letters ASSP (in gold) superimposed within the four angles formed by the cross in compliance with trademark filing.

**ARTICLE XIX  
INDEMNIFICATION**

The Society shall indemnify all Officers, Directors, Vice Presidents and Administrators and Assistant Administrators, employees and agents of the Society to the full extent permitted by the General Not-for-Profit Corporation Act of the State of Illinois and shall

be entitled to purchase insurance for indemnification to the extent obtainable and as may be determined from time to time by the Board of Directors of the Society.

**ARTICLE XXI  
DISSOLUTION**

If the Society is dissolved, any assets remaining after payment of its obligations shall be transferred to other not-for-profit organization(s) carrying on substantially similar activities in accordance with applicable provisions of the Internal Revenue Code.

**ARTICLE XXII  
GOVERNING AUTHORITY**

Sec. 1: (SOCIETY OPERATING GUIDELINES) All operations of the Society and its units shall be conducted in accordance with the most current version of the Society Operating Guidelines, as approved by the Board of Directors.

Sec. 2: (PARLIAMENTARY AUTHORITY) The current edition of *Robert's Rules of Order, Newly Revised* shall govern the proceedings of ASSP and each of the constituent units of the Society in all cases not provided for in these Bylaws.

**ARTICLE XXIII  
AMENDMENTS**

Sec. 1: (BYLAWS AMENDMENT) Except as set forth in Section 2, these Bylaws may be amended only ~~by~~ by the Board of Directors.

Sec. 2: (MEMBERSHIP AUTHORITY) Members retain the right to vote (at a membership meeting, by mail ballot and by electronic means as set forth in Articles XIV and XV) on all Board of Directors-- approved amendments to these Bylaws which affect the name, purposes, and organization of the Society, as listed in: Articles I, Name; Article II, Purpose; and Article XXI, Dissolution.

Proposals to amend these articles and sections may be initiated by the Board of Directors.

Sec. 3: (NOTIFICATION) The Chief Executive Officer shall advise the membership of any approved amendments within 60 days of adoption.

Sec. 4: (EFFECTIVE DATES) Amendments to these Bylaws shall become effective immediately following final official action or on the date (or proviso) specified.

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**This is a draft Society Operating Guideline (SOG). It was approved by the Board of Directors to support the first year of Advisory Group operations. It is contingent on House of Delegates approval of ASSP Revised Bylaws\_January 28, 2022.**

**This SOG will expire on June 30, 2023, and it must be reevaluated and approved by the Board of Directors, with input from the Advisory Group, to support future operations.**

## **DRAFT: Advisory Group Operating Procedures SOG Language**

### **I. Purpose and Scope**

The Advisory Group is a standing committee per the ASSP bylaws. This document provides guidelines for the Advisory Group to carry out its responsibility to the membership in support of ASSP's mission and strategic plan.

Responsibilities of the Advisory Group are as defined in ASSP bylaws.

### **II. Advisory Group Membership**

- Advisory Group member composition is as defined in ASSP bylaws.
- Member-at-large participants must submit to serve on the Advisory Group through the ASSP leadership connection form.
  - Only completed submissions will be accepted as members.
  - Membership will be granted to submissions first received, on the basis of time stamped entries.
  - Members-at-large will not exceed ¼ of the advisory group member composition.
- Members-at-large serve on the advisory group as representatives of ASSP members and OSH professionals. They are not elected as representatives for specific communities, but rather represent the interests of general membership as a whole.

### **III. Advisory Group Standing Committee Operations Committee**

- The Operations Committee will be comprised of 7-9 advisory group members and will be selected by the Advisory Group, confirmed by the Board of Directors.
- Selection of Operations Committee members will follow the current ASSP committee process for application.
- Operations Committee members will serve a three-year term of service and will be responsible for facilitating the Advisory Group. During the first two years of operations, members would serve a staggered term to align to ASSP's standard of 1/3 rotation each year.
- Specific responsibilities would include:
  - Coordinate and facilitate Advisory Group meetings.
  - Track outcomes and hold the Advisory Group accountable for deliverables.
  - Produce a key performance indicators report to the Board of Directors (June/December).





## IV. Advisory Group Operations

### A. Meetings

- Schedule: The Operations Committee shall assist the Board of Directors in scheduling the quarterly meetings with input from the Advisory Group.
- Meeting agendas: The Board of Directors and Operations Committee will co-create each meeting agenda with input from the Advisory Group.
- Group Business: The group may transact official business at meetings, conference calls and by ballots.
- Minutes: Minutes will be prepared for each official meeting.
- Reports: Advisory Group members will receive a Board update report, as an outcome of each Board of Directors meeting. The Advisory Group will submit a standing committee report to the Board of Directors, twice a year.

### B. Budgeting and Finance

- The Advisory Group operates within the Society budget, including operating cost and staff support expenses.
- Expenses for non-operating cost are funded through specific budget actions as part of ASSP's annual business planning process.
- Annual expenses are confirmed by ASSP's Finance Committee and approved by the Board of Directors

