

**BYLAWS  
BOARD OF CERTIFIED SAFETY PROFESSIONALS**

**Board of Certified Safety Professionals  
2301 W. Bradley Ave.  
Champaign, IL 61821  
Phone: 217-359-9263  
Fax: 217-359-0055**

**ARTICLE I  
NAME, PURPOSE, FUNDS, AND DEFINITIONS**

**Section 1 — Name**

The name of this corporation shall be the “Board of Certified Safety Professionals,” hereinafter called the “BCSP”.

**Section 2 — Purpose**

The principal purposes of the BCSP, as more fully set forth in its Articles of Incorporation are to:

- A. Establish the minimum academic and experience requirements necessary to receive credentials established pursuant to resolution by the Board of Directors.
- B. Determine the qualifications of applicants and arrange, control, and conduct investigations and examinations to verify the qualifications of candidates for certificates to be issued by the BCSP.
- C. Grant and issue to qualified applicants, a certificate and maintain a directory of the holders of all valid certificates.
- D. Establish requirements for the recertification. The BCSP also has such powers as are now or may hereafter be granted by the General Not-For-Profit Act of the State of Illinois and determine compliance of certificate holders with approved requirements.
- E. Represent its certificate holders in communication and, where appropriate, in negotiations with public and private agencies, groups, and individuals with respect to matters of common interest; and it will inform employers, specifiers, public officials, the public, and engineering and related practitioners of the benefits of certification.

**Section 3 — Funds**

The funds for carrying out the purposes of this corporation shall be obtained primarily by fees from persons applying for and/or being examined for credentials approved by the Board of Directors, from designees paying an annual renewal fee of said designations, from persons applying for reinstatement, and from persons required to pay any penalty fee which may be established for delinquent payment of the annual renewal fee. The fees to be charged under the provisions of this Section shall be set by the Board of Directors and shall be limited to such amounts as are necessary to carry out the provisions of Section 4 of this Article.

**Section 4 — Application of Funds**

The funds obtained under the provisions of Section 3 shall be applied to defraying the expenses of the administration of this corporation including the publication of such information relating to requisites for the credentials and such other functions and activities which are within the scope of Section 2 of this Article.

**Section 5 — Definitions**

For the purposes of these Bylaws, the terms listed below are defined as follows:

- A. Credential — A certification or designation denoting that an individual has met a set of standards and demonstrated knowledge established by the BCSP.
- B. Certification — A credential denoting that an individual has met a set of standards and demonstrated knowledge by examination after completing an application and evaluation process and continues to meet requirements to retain the credential.
- C. Designation — A credential denoting that an individual or organization has met standards established to achieve and retain the credential and demonstrated such compliance through an application and evaluation process.
- D. Certificate — A document issued by BCSP to an individual indicating that the individual named in the document has met the requirements for the credential named therein. Possessing a certificate does not necessarily imply that the holder of the certificate is currently certified.

**ARTICLE II  
OFFICES AND REGISTERED AGENT**

**Section 1 — Offices**

The corporation shall have and continuously maintain in the State of Illinois a registered office. However, it may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

**Section 2 — Registered Agent**

The corporation shall appoint and continuously maintain a registered agent who is a resident of the State of Illinois and whose office is identical to the registered office provided for in Section 1 of this Article. He shall perform such duties as are delegated to him by the President.

**ARTICLE III  
BOARD OF DIRECTORS**

**Section 1 — General Powers**

The affairs of this corporation shall be governed by its Board of Directors, herein called the “Board,” who shall constitute the membership of said corporation.

**Section 2 — Number and Tenure**

The number of Directors on the Board shall be no less than thirteen (the goal composition being six At Large Directors, six Membership Organization Directors and one Public Director) and the maximum number shall be determined by the Board depending upon requirements of national accreditation bodies to which BCSP belongs. The maximum number of terms, full and/or fractional, any one Director may serve on the Board shall be limited to two, except for the immediate past-President, who, if in his second term of office as a Director has expired after he has served as President, shall remain on the Board for an additional year and except for the provisions contained in Article III, Section 5, Paragraph D. A full term shall be three years.

**Section 3 — Qualifications**

Each Director of the Corporation except the Public Director shall hold a valid certificate as a Certified Safety Professional.

#### **Section 4 — Membership Organizations**

The Board may invite organizations which have objectives and programs that effectively support those of BCSP to become a BCSP membership organization only if the invitation is approved by a two-thirds (2/3) vote of the total Directors currently serving. Acceptance by the organization to become a membership organization shall not reduce the term of any Director's service at the time such membership becomes effective.

- A. A BCSP membership organization may terminate its relationship with BCSP and relinquish its status as a membership organization at any time. Termination by the organization of its membership organization status shall not reduce the term of any Director's service at the time such membership becomes effective.
- B. BCSP may terminate the membership organization relationship with an organization only if the termination is approved by a two-thirds (2/3) vote of the total Directors currently serving.

#### **Section 5 — Selection**

Directors for a three-year term, or fraction thereof, shall be from the following sources:

- A. Each BCSP membership organization shall nominate two qualified members of said membership organization to fill any membership organization Director position. The membership organization may also nominate two qualified members to fill any membership organization position vacancy for the remainder of its term. If membership organizations fail to nominate at least six individuals for a membership organization position, the Nominating Committee may nominate At Large individuals for the position.
- B. All Directors will be elected by the Board when a vacancy exists. At Large Directors may be nominated by anyone holding the CSP designation.
- C. Should it occur that the second (final) terms of office of four (4) or more Directors end simultaneously, the Board may then extend the terms of office of not more than two of those Directors, each by a single year, for the purpose of sustaining continuity of effort. Such extension of terms will require a two-thirds (2/3) vote of the entire Board. Such an extension may not be applied to any individual Director on more than one occasion nor for more than one year.

#### **Section 6 — Composition of Board of Directors**

- A. When filling positions on the Board, each membership organization shall nominate prior to October 1 of the election year two qualified members of said organization for any membership organization position. The Board shall then elect one of the nominees of all membership organizations to fill the directorships.
- B. The Board of Directors shall:
  - 1. Elect annually, qualified persons to fill each Director position for which a vacancy will exist as of the next January.
  - 2. Secure from each individual elected a signed acceptance and submit the same to the corporation's registered office.

#### **Section 7 — Regular Meetings**

Regular meetings of the Board shall be held at least annually at such time and place as shall be determined by the Board.

#### **Section 8 — Special Meetings**

Special meetings of the Board shall be convened upon the call of the President or a quorum of Directors, which meetings may be called for any place either within or outside the State of Illinois. Notice of any special meeting of the Board shall be given at least seven (7) days prior thereto by appropriate means (mail, telephone, facsimile, telegraph, courier, etc.) to Directors at their address as shown by the records of the corporation.

#### **Section 9 — Quorum**

A quorum of the Board of Directors shall exist when a majority of its members are present, one of which must be the President, or the Vice President. A majority vote of the Board members present, a quorum being present and voting, shall

be decisive, except for actions to be taken with regard to:

- A. Article III, Sections 4, 5D, and 13
- B. Article IV, Section 3
- C. Article XII

**Section 10 — Manner of Acting**

The Board is authorized to act when:

- A. Legally convened at a meeting of the Board called in accordance with the provisions of Sections 7 and 8 of this Article.
- B. Polled by mail ballot in accordance with the provisions of the General Not-For-Profit Act of the State of Illinois, except for the election of officers.

**Section 11 — Committees**

The following are standing committees of the Board:

- A. A *Nominating Committee* which shall consist of five Directors including President, the past President as chair, the Public Director, one at-large Director and one membership organization Director, appointed annually by the President. This committee shall report nominations for the Board's offices.
- B. An *Executive Committee* which shall consist of the elected officers (President, Vice-President Treasurer) and the immediate past-President and which shall be chaired by the President and meet upon his call. The immediate past-President shall be a member for one year immediately following his term as President. The Executive Committee shall be responsible for:
  - 1. The administration of the corporation between Board meetings.
  - 2. The preparation of the annual budget.
  - 3 Preliminary reviews of "charges" filed under the provisions of Disciplinary Action Policy.
  - 4. Such other duties as the Board may direct.
- C. An *Examination Committee* which shall be appointed by the President and chaired by the Vice President. The Board's Examination Consultant(s), Executive Director and other designated employees shall serve on the committee without vote. The Examination Committee is responsible for the development, maintenance, administration, and review of the examinations and examination procedures and for regularly conducting studies to ensure the validity of the examinations.
- D. A *Recertification Committee* which shall be appointed by the President. The Recertification Committee shall be responsible for establishing Recertification criteria , process and audit of Recertification submissions.
- E. A *Marketing and Program Development Committee* which shall be appointed by the President. The Marketing and Program Development Committee shall be responsible for maintaining liaison with other professional organizations, enhancement of the professional status of BCSP credentials, development of public relations, government relations and marketing programs.
- F. A *Finance Committee* which shall be appointed by the President. The Finance Committee shall be chaired by the Treasurer and shall be responsible for overseeing the finances of the BCSP to include budgeting and long-range financial planning and oversight of BCSP financial resources and assets.
- G. A *Professional Standards Committee* which shall be appointed by the President. The Professional Standards Committee shall be responsible for setting educational and experience standards for certification candidates, establishing and overseeing policies and procedures related to evaluation of candidate qualifications, maintaining a Code of Professional Conduct for certificate holders and promoting ethical practice.

- H. A *Strategic Planning Committee* consisting of the Executive Committee and others as may be appointed by the President. The Strategic Planning Committee shall be responsible for leading the Board in strategic matters, obtaining participation from the Board in direction setting for BCSP, and recommending strategic directions for BCSP.
- I. The President may create committees, in addition to those named in these Bylaws, and delegate to them such powers and duties as deemed advisable.
- J. A quorum of a committee exists when a majority of its members are present at a live, telephonic or electronic meeting.
- K. A committee is authorized to act when a quorum of its members is present at a meeting or conference call or when polled by mail ballot and under the direction of its Chair.

**Section 12 – Judicial Commission**

There shall be a Judicial Commission that shall be responsible for:

- (a) Establishing rules and procedures for handling appeals, disputes and complaints related to decisions on certifications, designations and stature.
- (b) Scheduling and conduct of hearings related to appeals, disputes and complaints and reaching final disposition of all such cases
- (c) Establishing rules and procedures for handling unauthorized use of certifications, designations or status of BCSP certifications and reaching final decisions on all such cases
- (d) Conducting reviews and oversight of all judicial processes and decisions completed
- (e) Decisions of the Judicial Commission are final and may not be appealed
- (f) The Judicial Commission shall consist of three members of the BCSP Board appointed annually for a term of one (1) year by the President of the Board in January of each year.

**Section 13 — Compensation**

Directors shall not receive compensation for their services. The Board of Directors may provide for insurance coverages and reasonable travel expenses for Directors.

**Section 14 — Removal and Resignation**

A Director may be removed from the Board by an affirmative vote of two-thirds (2/3) of all Directors currently serving on the Board. A Director may resign upon providing prior written notice.

**ARTICLE IV  
OFFICERS AND EMPLOYEES**

**Section 1 — Officers**

Except for the office of Secretary, all elected officers of the corporation shall be chosen from the Board. There shall be a President, a Vice President, and a Treasurer, and such other officers as may be elected in accordance with these Bylaws. The office of Secretary shall be filled by the Executive Director.

**Section 2 — Election and Term of Office**

The elected officers of the corporation shall be elected annually by the Board at its annual meeting. If a quorum of the Board is not present at the annual meeting, the election of officers shall not be held at that time, but shall be held at a meeting to take place as soon thereafter as convenient and where a quorum is present. Vacancies may be filled or new offices created and filled at any legally convened meeting of the Board. Each elected officer shall hold office until his successor shall have been duly elected. Directors elected to any office shall have served at least one year as Director, prior to taking such office.

- A. The Vice President shall be elected to a one-year term of office and shall be President-elect and serve as President for a

one-year term immediately following his or her term as Vice President.

- B. In the event that the Vice President is unable to serve a term as President immediately following his or her term as Vice President, any other qualified Director may be elected to the office of President.
- C. The Treasurer shall be elected to a two-year term of office.

### ***Section 3 — Removal and Resignation***

Any officer elected (or appointed) by the Board may be removed by a two-thirds (2/3) vote of all Directors currently serving on the Board whenever in its judgment the best interests of the BCSP would be served. An officer may resign upon providing prior written notice.

### ***Section 4 — President***

The President shall be the chief elected officer of the corporation. The President shall oversee the affairs of the corporation and shall preside at all meetings of the Board. The President may sign in this corporate capacity, with the Secretary or any other proper officer of the corporation authorized by the Board, certificates of qualification, deeds, mortgages, bonds, contracts, or any other instrument which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the corporation; and in general shall perform all duties as may be prescribed by the Board. The President may issue resolutions or statements on behalf of the Board and take official action on matters of national significance without approval of the Board of Directors that is not contrary to BCSP policy.

### ***Section 5 — Vice President***

In the absence of the President or in the event of his inability to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the office of President.

### ***Section 6 — Secretary***

The Secretary shall oversee the keeping of the minutes of all Board and Executive Committee meetings, periodically review the operation of the Corporation's offices to see that all necessary records are properly maintained and that applications are being properly processed, and perform such other duties as may be assigned by the President.

### ***Section 7 — Treasurer***

The Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such sureties as the Board shall determine. The corporation shall pay all fees in connection therewith. The Treasurer shall have charge of and be responsible for all funds and securities of the corporation and for the deposit of all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws, and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President. Any and all of the above duties, while not entirely delegable to another officer of the corporation, may be carried out by the Executive Director so long as such duties are overseen by the Treasurer.

### ***Section 8 — Executive Director***

- A. The Executive Director shall be an appointed officer, selected by the Executive Committee and confirmed by the Board. The Executive Director shall be paid an annual salary, to be set by the President and confirmed by the Board; shall be bonded, and under the general supervision of the President, shall manage and supervise the business of the Board's operations and personnel.
- B. After concurrence of two-thirds (2/3) of the Board, the Executive Director may be removed upon written notification from the President. The Executive Director may request an opportunity for a formal hearing before the Board prior to being removed by an affirmative vote of three-fourths (3/4) of the directors currently serving on the Board. The Executive Director may resign upon providing prior written notice to the President.

**Section 9 — Employees**

BCSP may employ such technical, administrative and clerical personnel as it shall deem necessary to carry out its duties and operations. The Executive Director, with the concurrence of the Executive Committee, shall employ, supervise, and maintain this staff.

**Section 10 — Consultants**

BCSP may engage the services of an Examination Consultant and other consultants as deemed necessary by majority vote of the Board.

**ARTICLE V  
CERTIFICATION**

**Section 1 — General Provisions**

- A. Application for certification shall be submitted on forms prescribed by the Board.
- B. Except as provided elsewhere in these Bylaws and by \_\_\_\_\_ resolutions of the Board, applicants shall successfully complete examinations to determine qualifications for certification.
- C. Applicants shall be of good moral character and furnish the names of references who shall have knowledge of their work assignments and character.
- D. Applicants shall furnish documentation of sufficient academic education and work experience of a grade and character to meet the prescribed requirements.
- E. Applicants shall otherwise comply with the Procedures for Certification as adopted by the Board.

**Section 2 — Recertification**

Certificates must be maintained in a current and valid status as specified by the Recertification requirements established by the Board and as specified in Article XIII of these Bylaws.

**Section 3 — Board of Examiners**

The Board shall constitute the Board of Examiners for the purpose of examining and certifying applicants.

**ARTICLE VI  
INDEMNIFICATION**

**Section 1**

Any person, his heirs, executors, administrators or assigns, made a party to any action suit or proceeding by reason of the fact that such person was an officer, director or employee of the corporation shall be indemnified by the corporation against all expenses, including attorney's fees and judgments, but not to exceed the limits of reasonable amounts of insurance which shall be carried by the corporation for this purpose, which are actually and necessarily incurred in connection with the defense of any such action, suit or proceeding, which he shall be adjudged in such action, suit or proceeding to be liable for intentional and willful misconduct in the performance of his duties. Such right of indemnification shall be in addition to any other rights to which he may be entitled under the Bylaws, agreement, votes or otherwise.

**ARTICLE VII**

**CONTRACTS, CHECKS,  
DEPOSITS AND FUNDS**

***Section 1 — Contracts***

The Board may authorize in writing, any member or employee of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation as may be necessary to carry out the purposes of the corporation.

***Section 2 — Checks, Drafts, Etc.***

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer, member or employee of the corporation and in such manner as shall from time to time be determined by the Board, such instruments shall be signed by the President and countersigned by the Treasurer.

***Section 3 — Deposits***

All funds of the corporation, except for petty cash, shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

***ARTICLE VIII***  
**BOOKS, RECORDS AND REPORTS**

***Section 1 — Books and Records***

The corporation shall keep correct and complete records of accounts and shall also keep minutes of the proceedings of its Board, Board of Examiners, and committees having any of the authority of the Board and shall keep at the registered or principal office a record giving the names and addresses of all persons holding a valid certificate issued by the BCSP. All financial records of the corporation may be inspected by any credential holder or his/her agent for any proper purpose after giving adequate notice to the Executive Director.

***Section 2 — Reports***

Each year, a brief report of the activities of this corporation in the annual period ending December 31 shall be prepared by or at the direction of the President of this corporation and shall be presented to all Directors. Additionally, a fiscal report including an audit by an outside auditing firm shall be prepared and distributed to the Directors.

***ARTICLE IX***  
**FISCAL YEAR**

***Section 1***

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December.

***ARTICLE X***  
**CORPORATE SEAL AND  
CORPORATE SYMBOL**

***Section 1 — Corporate Seal***

The Board shall provide a suitable corporate seal.

## **Section 2 — Corporate Symbol**

The Board shall create an official name, corporate seal, and from time to time, an acronym and symbol of the corporation. The Board shall authorize legal counsel to file for and retain protection of these marks with the U.S. Patent and Trademark office and other countries deemed necessary by the Board. The Board shall establish procedures by which any of these marks by others may be authorized.

## **ARTICLE XI WAIVER OF NOTICE**

### **Section 1**

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice, except as provided in Article XII of these Bylaws. Attendance at any legally convened meeting of the Board shall constitute a waiver of notice of such meeting.

## **ARTICLE XII AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS**

### **Section 1**

The Articles of Incorporation and Bylaws of this corporation may be altered or amended by action authorized by a two-thirds (2/3) vote of the entire Board at any regular meeting, or at a special meeting called for such purpose provided that at least thirty (30) days written notice of the intended action is given to all members of the aforesaid Board, and further provided that no alteration or amendment of the Articles of Incorporation, Bylaws or procedures for Certification of this corporation shall have the effect of requiring or permitting anything which, in the opinion of counsel designated by the President of this corporation, would result in the disqualification of the corporation under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE XIII EXPIRATIONS AND RENEWALS**

### **Section 1 — Expirations**

Each certificate issued by the Board shall expire annually on a date set by the Board and shall become invalid after that date unless renewed. BCSP shall notify every person holding a valid certificate stating the amount of fee required for its renewal. Such notice shall be sent to the last known electronic and/or postal address of each certificate holder at least thirty days in advance of the expiration date.

### **Section 2 — Renewals**

- A. Payment of the annual renewal fee is due on or before the expiration date of the certificate. If payment is not received within three (3) months after the expiration of the certificate, the certificate shall be considered invalid. Reinstatement of certificate holders whose certificates have become invalid may be allowed in circumstances deemed appropriate by the Board and in accordance with procedures established by the Board.
- B. The certificates of certificate holders who do not meet the Recertification requirements established by the Board shall be

considered invalid. Reinstatement of certificate holders failing to meet Recertification requirements may be allowed in circumstances deemed appropriate by the Board and in accordance with procedures established by the Board.

***ARTICLE XIV***  
**ADDITIONAL ORGANIZATIONAL UNITS**

***Section 1***

Without limiting the powers and authority of the Board of Directors as may be otherwise provided by law or these Bylaws, the Board of Directors may establish such subsidiaries, business units or other organizational units as the Board shall from time to time find necessary or convenient in carrying out the purposes of BCSP.

Approved November 29, 1979  
Amended July 26, 1983  
Amended March 21, 1988  
Amended February 21, 1989  
Amended November 6, 1991  
Amended May 25, 1992  
Amended March 27, 1995  
Amended July 17, 1997  
Amended January 1, 2002  
Amended April 23, 2002  
Amended December 1, 2003  
Amended November 23, 2004  
Amended April 22, 2007  
Amended October 25, 2008  
Amended December 22, 2008  
Amended December 30, 2009  
Amended November 3, 2010  
Amended January 1, 2012