

**BYLAWS OF THE PUGET SOUND CHAPTER
AMERICAN SOCIETY OF SAFETY PROFESSIONALS**

Approved by the Executive Committee, 12/21/2017

Approved by Membership, 2/21/2018

Approved by the Region I Vice President, *Joan Smith 4/5/18*

Approved by the Region I, Area 1 Director, *JS 4/5/18*

Chapter Chartered August 15, 1944

ARTICLE I NAME

- Section 1. The name of this organization is the Puget Sound Chapter of the American Society of Safety Professionals.
- Section 2. Hereinafter, the Puget Sound Chapter will be referred to as "Chapter" and the American Society of Safety Professionals will be referred to as "Society."

ARTICLE II PURPOSE

- Section 1. The purpose of this Chapter is to promote the advancement of the Safety Profession and Safety Professionals, and to foster the professional development and well-being of its membership within the geographical area served.
- Section 2. In fulfilling this purpose, the Chapter has the following objectives within the geographical area served.
- a. To develop and promote educational programs for obtaining the knowledge required to perform the functions of a Safety Professional.
 - b. To develop and disseminate locally, information and materials which will carry out the purpose of the Chapter, the Society, and serve the public.
 - c. To provide and/or support forums for the interchange and acquisition of professional knowledge among its members.
 - d. To foster liaison with local organizations of related disciplines.
 - e. To inaugurate and implement such other programs and projects that are consistent with the purposes of the Chapter and the Society.
 - f. To conduct its affairs in a manner that will reflect the standards, purposes, and objectives of the Society.

ARTICLE III MEMBERSHIP

- Section 1. Membership in the Chapter is open to all individuals who are members of the Society in good standing and who are located within the Chapter's geographical area or request membership in it. All members of the Chapter shall be members of the Society.
- Section 2. Membership is personal and not transferable.
- Section 3. All Chapter members are eligible to vote on all matters submitted to the Chapter membership.

ARTICLE IV ORGANIZATION

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

Section 2. This Chapter must have a minimum of 25 active members to maintain its Charter.

Section 3. The Chapter is located within Society Area 1 of Region I, and the Chapter's geographical area is defined as follows:

Clallam, Grays Harbor, Island, Jefferson, King, Kitsap, Kittitas, Lewis, Mason, Pacific, Pierce, Skagit, Snohomish, Thurston, and Whatcom Counties in the State of Washington.



Section 4. There shall be an Executive Committee responsible for the management and operation of the Chapter. It shall be responsible for the supervision and care of all property, have full authority to commit the Chapter to action in consonance with resolutions adopted at Chapter meetings, and may cooperate with other organizations on such basis that will not impair Chapter ability to pursue its goals independently.

Section 5. The Executive Committee shall consist of the elected Chapter Officers, six Members-at-Large, House of Delegates (HOD), and the immediate Past President of the Chapter for 2 years following the President's term.

Section 6. Each major objective as listed in Article II, Section 2 of these Bylaws shall be under the supervision of either a Chapter officer or an appointed Committee Chairperson.

Section 7. The Executive Committee may use e-mail ballots on measures that come before the Executive Committee, according to provisions Operating Committee Section 8.

Section 8. Executive Committee members may appoint proxies to represent themselves at a regular or special meeting of the Executive Committee providing:

- a. The named proxy is an Executive Committee member.
- b. The proxy appointment is communicated to the President and Secretary prior to the meeting, and is valid only for the specific meeting named. The proxy appointment must be confirmed 48 hours prior to the meeting.
- c. A given Executive Committee member may not carry more than two proxy appointments.

d. Proxy votes are not valid in e-mail ballots. .

Section 9. The Chapter President is the voting representative for the Chapter at the Regional Operating Committee meetings. A Professional Member or a Member who is an elected officer of the Chapter may serve instead of the President if so designated in writing (including e-mail) to the Regional Vice President.

Section 10. The Chapter activity year shall be from July 1 to June 30.

Section 11. Chapter Operating Procedures

a. The day-to-day operation of the chapter shall be governed by the Puget Sound Chapter Operating Procedures, hereinafter called the OP. The OP shall be maintained by the Chapter Bylaws Committee, and its contents approved by the Executive Committee. In the event of conflicts, the Chapter Bylaws will preempt the OP.

b. The OP may be amended by a majority vote of the Executive Committee, at a regular or special meeting of the Executive Committee, where a quorum is present.

Section 12. Standing Committees may be formed by the Chapter Executive Committee for the purpose of carrying out its responsibilities. Standing committees shall be listed in and operate under rules adopted in the Chapter Operating Procedures. The standing committees are listed on the Puget Sound Chapter website.

Section 13 Chapter officers shall be elected by members of the Chapter

ARTICLE V OFFICERS

Section 1. Elected officers of the Chapter shall be:

- a. President
- b. Vice President
- c. Treasurer
- d. Secretary
- e. Delegates to the House of Delegates (one delegate for each 250 members, or portion thereof, as defined in the Society Bylaws).

Section 2. Each elected Chapter officer shall be a Society and Chapter member for one year prior to taking office. However, only a Professional Member or Member may hold the offices of President, Vice President or Delegate to the House of Delegates.

Note: Exceptions must be approved by the Region 1 Vice President.

Section 3. **The President shall:**

- a. Preside at regular and special meetings of the Executive Committee and the membership.
- b. Represent the Chapter at meetings of other organizations where official representation of the Chapter is desirable.
- c. Be a member of the Regional Operating Committee representing the Chapter.
- d. Provide leadership for programs and activities of the Chapter during the term of office.
- e. Appoint such committees as are necessary to implement the objectives of the Chapter. Standing committees shall remain until revoked by the Executive Committee.

- f. Submit an Annual Report of Chapter's activities to the Regional Vice President and the Society by August 15 of each year.
- g. Submit the names of Chapter Officers and Delegate(s) elected for the ensuing year annually by May 31 to the Society and Regional Vice President.

Section 4.

The Vice-President shall:

- a. Succeed to the office of the President and carry out those duties in the event the President is unable to serve.
- b. Serve as Chair of the Membership Committee and any other committees assigned by the Chapter President.
- c. Serve as the Chapter Liaison to all Sections created by the Chapter under Article VII.
- d. Be the primary designee as second member of the Regional Operating Committee, representing the Chapter.
- e. Perform such other duties as may be prescribed by the Chapter President.

Section 5.

The Treasurer shall:

- a. Maintain all financial records of the Chapter in accordance with the Society Chapter Administration Guide, Chapter's Operating Procedures and Bylaws.
- b. Maintain and supervise the receipt and disbursement of funds as directed by the Chapter Executive Committee.
- c. Maintain Chapter funds in a depository approved by the Chapter Executive Committee.
- d. Prepare a monthly financial report for the Executive Committee.
- e. Prepare and present a proposed operating Budget for the current fiscal year to the Executive Committee.
- f. By March 1, submit completed Chapter Dues Report to Society Headquarters advising of any changes in the amount of Chapter Dues.
- g. By May 31, transmit to Society Headquarters (copy to Regional Vice President) required Chapter Annual Financial Report which will include applicable Section financials for fiscal year ending March 31.
- h. By August 15, submit to the IRS (i.e., Form 990), and transmit to Society Headquarters (copy to Regional Vice President). Note: Society submits IRS Form 990-N for the Chapter (when total income is less than \$25,000/year).
- i. By September 30, submit required Washington State Annual Report with the following: Annual Fee; updated Registered Agent; updated list of Officers and Executive Board (names, positions, addresses).
- j. Submit Chapter financial records to an Audit Committee, at times specified by the President, but in no case less than once a year, at the termination of the Treasurer's term in office.
- k. Perform such other duties as prescribed by the Chapter President.

Section 6.

The Secretary shall:

- a. Maintain Chapter records and correspondence.
- b. Record and distribute the minutes of Chapter meetings and Chapter Executive Committee meetings.
- c. Notify Chapter members of meetings, Chapter elections, ballots, surveys, etc., and distribute Chapter Newsletter.
- d. Perform such other duties as prescribed by the Chapter president.
- e. Succeed to the office of the Treasurer in the event that the Treasurer is unable to serve. *NOTE: In this event, the vacancy in the Secretary's office will be filled in accordance with Section 11 of Article VI.*
- f. In the event the Secretary is not present or unable to record meeting minutes a temporary Secretary will be chosen by the Executive Committee Senior Officer.

Section 7.

The Delegate(s) to the Society House of Delegates shall:

- a. Operate in accordance with the House of Delegates Operating Procedures and Society Bylaws.
- b. Keep the Chapter informed of House of Delegates actions and proposed actions.
- c. Act on House of Delegates mail ballots on behalf of the Chapter, after conferring with the Chapter President and Executive Committee.
- d. Insure representation of the Chapter at House of Delegates (HOD) meetings by appointing a Proxy when unable to attend in person, according to HOD Operating Procedures.

Section 8.

The Executive Committee shall:

- a. Conduct all Chapter business which does not require a vote of the membership, and such other duties as conferred upon them by these By-laws.
- b. Review and act upon all reports and recommendations of Chapter committees.
- c. Transact Chapter business only when a quorum of 7 are present.
- d. Establish a meeting schedule, with at least one Executive Committee meeting being held in conjunction with each regular Chapter meeting.

Section 9.

Executive Committee meetings shall be open to all members. Voting on Executive Committee business shall be limited to Committee members specified in Article IV, Section 5, of these Bylaws.

Section 10.

The Chapter President shall serve as Chairperson of the Executive Committee.

Section 11.

Sub-Committees of the Executive Committee shall consist of one or more members.

ARTICLE VI NOMINATION AND ELECTION OF EXECUTIVE COMMITTEE

- Section 1. A Nominating Committee shall be appointed no later than August of each year by the Chapter President. Names of Nominating Committee members shall be published in the meeting minutes which shall be distributed to all Chapter members and/or published in the Chapter Newsletter. The Chairman of the Nominating Committee shall be the immediate Past President.
- Section 2. The Nominating Committee shall select qualified candidates for all elective offices, House of Delegates and the Executive Committee Member at large Positions. Candidates' names and qualifications shall be published and distributed to the Chapter membership at least 60 days in advance of the election, on or before February 1.
- Section 3. Any 15 Chapter Professional Members and/or Members in good standing may submit a signed petition nominating one or more individuals for elective office. The petition shall be accompanied by a written acceptance by the nominee(s) and shall be submitted to the Chair of the Nominating Committee 30 days in advance of the election. The names and qualifications of such nominees shall be published and distributed to the membership at least 15 days prior to the election.
- Section 4. The term of elected Chapter officers shall be for one year beginning July 1.
- Section 5. Election for the ensuing year shall be completed by May 1, two months prior to the end of the Chapter year. If there is more than one candidate for any office, election shall be by written ballot, submitted per ballot instructions. Ballots received after the designated due date will not be counted. If there is only one candidate for an office, elections may be by voice vote at a Chapter meeting.
- Section 6. When a written ballot is used, a Tellers Committee shall be appointed, by the Chairperson of the Nominating Committee, to count the ballots and report the election results to the Nominating Committee. The Tellers Committee shall consist of at least two (2) persons.
- Section 7. The nominee receiving the greatest number of votes for each elective office shall be considered elected. A tie vote for an elective office shall be resolved by a mail ballot of the members.
- Section 8. The results of the election shall be published in the Chapter Newsletter and website.
- Section 9. Removal of elected Executive Committee members shall be by majority vote of Chapter members at any regular or special meeting, upon presentation of a signed petition by the majority of the Chapter Executive Committee, or by 15 voting members of the Chapter. Notification of such meetings shall be mailed to each member at least 30 days in advance of meeting date. Appointed Committee Chairpersons may be removed by the same authority which appointed them.
- Section 10. Delegates to the Society HOD may be re-elected; however, they shall not serve for more than three (3) consecutive terms as provided in the Society Bylaws.
- Section 11. Vacancies which occur in elected offices or Executive Committee Member-at-Large positions during the year shall be filled by the successor designated for the various offices in these Bylaws. If no successor is designated, or the designated person cannot serve, the Chapter President or his successor shall:
- a. Convene a special Nominating Committee to nominate one (1) or more qualified members for the vacant office or position.

- b. Publish the names and biographical statements of nominees in the Chapter Newsletter and website prior to the Chapter meeting at which the election is held.
- c. Receive at the designated Chapter meeting nominating petitions signed in accordance with the requirements of Article VI, Section 3, of these Bylaws. Nominations will also be accepted from the floor at the designated meeting.
- d. Conduct the election at the designated Chapter meeting in accordance with the requirements of Article VI, Sections 5, 6, 7, and 8.
- e. Nothing in these Bylaws shall prevent the Chapter President from appointing an acting officer to fill a vacancy which requires an election until that election can be held.

ARTICLE VII SECTIONS

Section 1. Sections may be formed by this Chapter to serve ten or more dues paying members whose geographical location, within the Chapter area, renders participation in Chapter affairs inconvenient and whose number is insufficient to permit formation of a new Chapter. The Section shall operate in accordance with Society and Chapter Bylaws.

Section 2. The group must petition the Chapter Executive Committee, in writing, to form a Section, subject to approval by the Chapter Executive Committee and the Regional Operating Committee.

- a. The petition shall specify the:
 - (1) Geographical area Section will encompass and the number of members currently in that area;
 - (2) Plans for meetings to be held and the nature of programs contemplated;
 - (3) Justification for creation of the Section; and
 - (4) Any dues arrangements between the Chapter and the Section.
- b. Sections, upon final approval by the Regional operating Committee, shall elect a Chairman and a Secretary/Treasurer and abide by the Chapter and the Society Bylaws.
- c. The Section Chairperson shall be a Professional member or Member. The Chairperson of an authorized Section shall be invited to attend all meetings of the Chapter Executive Committee, and shall attend at least two, as a non-voting participant.
- d. By end of April of each Chapter year, the Section Chairman shall submit an Annual Summary Report of Section activities and a Financial Report to the Chapter President, Chapter Treasurer, and the Regional Vice President.
- e. Section Secretary/Treasurer shall: Keep records of meetings, copies of which shall be sent to the Chapter Secretary and Treasurer; notify members of meetings; maintain such financial records as are necessary. Monthly Financial Statements shall be provided to the Chapter Treasurer.
- f. After timely receipt of Section Monthly and Annual Reports, the Chapter shall remit to the Section for its use the adjusted 50 percent of Chapter dues for each Section member in good standing (excludes student members, emeritus, and

honorary chapter members) as follows: Chapter shall deduct applicable Section member's Regional Operating Assessment, Section member's proportionate cost of Chapter website maintenance fees, and Section member's proportionate cost of Chapter's annual contribution to the Puget Sound Chapter Martin Brown Memorial Scholarship fund managed by the Society and similar funding for Central Washington University student Endowment.

- g. Failure of the Section to submit required reports by due dates, including Annual and Financial reports, shall cause the Section to not receive their applicable Section member's adjusted percentage of annual Chapter Society dues.
- h. Section Chairperson shall appoint a Nominating Committee annually to select nominees for the offices of Chairperson and Secretary/Treasurer for the ensuing year, beginning July 1. Election of these officers shall be elected at a meeting prior to July 1.
- i. If the Section ceases to function as a viable organization, the Chapter Executive Committee, after investigation, may recommend Section dissolution to the Regional Operating Committee. Any funds in the Section Treasury shall be remitted to the Chapter Treasurer for Chapter use.
- j. Student members attending an educational institution may join together to form a Student Section of the Chapter within whose boundary the institution lies. Student Sections shall be organized and operated in accordance with the Society Bylaws.

ARTICLE VIII FEES AND DUES

- Section 1. Each member (except those who have been awarded Emeritus status, elected as Honorary Members, or are Student Members) shall be assessed dues in the amount of twenty-five dollars (\$25.00) per year in addition to the Society dues.
- Section 2. All Society and Chapter dues are payable by the anniversary of each member's election date.
- Section 3. Chapter dues shall be determined by majority vote of the Chapter membership at any regular or special meeting, where a quorum is present. All Chapter members shall be notified at least 30 days in advance of meeting regarding dues proposals.

ARTICLE IX MEETINGS

- Section 1. Chapter shall meet at least six times per year and four of the meetings shall be technical meetings. Technical meetings are those that define or discuss methods, procedures, systems, devices and/or standards toward the reduction, control or elimination of hazardous exposures to people, property or the environment, and which foster the technical, scientific, and managerial knowledge and skills of attendees.
- Section 2. Special meetings of members may be called by the Executive Committee. The notice calling such a meeting shall state the purpose of the meeting; such notice to be sent to each member at least 2 weeks in advance.
- Section 3. A majority (7) of the Executive Committee present at a board meeting shall constitute a quorum. Twenty-five (25) active members in good standing and at least one elected member of the Chapter Executive Committee shall constitute a quorum at any regular

or special meeting. In the event the Chapter does not attain a quorum at the next Chapter meeting, an e-mail ballot may be sent to the Chapter to approve Bylaw amendments.

Section 4. The latest edition of Robert's Rules of Order Newly Revised shall govern the transaction of business at all meetings of the Chapter unless otherwise provided in these Bylaws.

Section 5. Executive Committee meetings shall be conducted at least six times per year and the Chapter President will preside over the meeting. These meetings are necessary for managing the Chapter including finance reports, strategic plans, governmental affairs, membership growth and other business items needed to manage the Chapter successfully.

ARTICLE X MISCELLANEOUS

Section 1. The Chapter may be dissolved by the Chapter Executive Committee in the following manner:

- a. A resolution to dissolve the Chapter shall be acted upon at a meeting of the Executive Committee. The resolution shall set forth the reasons for dissolution.
- b. Within thirty (30) days following the Executive Committee action, a mail ballot shall be sent to all voting members of the Chapter setting forth the reasons for the dissolution. Thirty (30) days after the ballots are mailed or emailed the ballots shall be counted by the Executive Committee. A two-thirds (2/3) affirmative vote of the returned ballots is required for approval of dissolution action.
- c. Upon adoption of the resolution to dissolve, Chapter officers shall proceed to carry out the dissolution of the Chapter in compliance with applicable Chapter and Society Bylaws.

Section 2. The Chapter shall be dissolved when the Charter has been rescinded by the Society Board of Directors because of Chapter failure to conform to minimum Society requirements for activities, or upon performance of actions contrary or detrimental to the Society and after a reasonable probation period. Upon notice, the officers shall carry out the dissolution of the Chapter.

Section 3. The Society symbol may be used by the Chapter on correspondence, publications, and other official documents, in accordance with the provisions for use in the Society Bylaws.

Section 4. Any fund raising projects or activities shall be limited to those which are consistent with the purpose of the Society, the Chapter and Washington State laws.

Section 5. Chapter officers shall assure retention of needed Chapter and membership records by adhering to the following records retention periods. Officers having charge of these records are authorized to dispose of those records at the end of the required retention period.

- a. Minutes of meetings-permanently
- b. Correspondence - two years following completion of Chapter year.
- c. Financial Records - seven years following completion of Chapter year.

Section 6. Standing Committees may be formed by the Chapter for the purpose of carrying out its responsibilities. Such committees shall operate under procedures approved by the Executive Committee.

ARTICLE XI AMENDMENTS

Section 1. Amendments to these Bylaws may be proposed by the Chapter Executive Committee or by an "Ad Hoc" committee of the Chapter. Twenty-five Professional Members and Members may submit amendments to these Bylaws. Such proposals shall be submitted by letter to the Chapter Executive Committee.

Section 2. The Chapter Executive Committee shall publish any proposed amendments to the membership at least thirty (30) days prior to the meeting at which action will be taken.

Section 3. Amendments shall be voted on at regular or special meetings of the Chapter where a quorum is present. A two-thirds (2/3) affirmative vote is required for approval of amendments, except Chapter dues revisions may be approved by a majority vote, as specified in Article VIII, Section 3.

Section 4. All amendments to these Bylaws will become effective after approval by the Regional Vice President/Area Director, except for amendments to Section 1, Article VIII, which will become effective June 1 of the year following approval.