

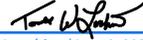
**MODEL CHAPTER BYLAWS (Version CoSA 2022)**

**BYLAWS Northwest CHAPTER**

**AMERICAN SOCIETY OF SAFETY PROFESSIONALS**

**Bylaws Adopted August 2022**

**Bylaws Approved by the Area Director and Regional Vice President**



Todd Loushine (Jan 19, 2023 09:32 CST)

(Regional Vice President Signature)



(Area Director Signature)

**Chapter Chartered 1943**

**ARTICLE 1- NAME**

Section 1 The name of this organization shall be the Northwest Chapter of the American Society of Safety Professionals.

Section 2 Hereinafter, the Northwest Chapter will be referred to as Chapter, and the American Society of Safety Professionals will be referred to as the Society.

**ARTICLE II -PURPOSE**

Section 1 The purpose of this Chapter will be to promote the advancement of the safety profession and safety professionals and development of its members in the geographical area served.

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

- 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 that will carry out the goals and objectives of the Chapter and of Society.
- 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 programs and projects that is consistent with the purposes of the Chapter and the Society.
- f) To conduct Chapter affairs in a manner that will reflect the Mission and values of the Society.

ARTICLE III- MEMBERSHIP

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

ARTICLE IV- ORGANIZATION

- Section 1 The Chapter is a not-for-profit organization chartered by the Society for the purpose of carrying out the objectives of the Society in its geographical area. It shall operate in accordance with Society Bylaws.
- Section 2 In order to maintain its Charter, the Chapter shall have a minimum of 40 active members.
- Section 3 The Chapter is located in Area 1 of Region V, and the Chapter's geographical area is defined as follows:

State of Minnesota State of North Dakota State of South Dakota State of Wisconsin counties Ashland, Barron, Bayfield, Buffalo, Burnett, Chippewa, Clark, Douglas, Dunn, Eau Claire, Iron, Jackson, Pepin, Pierce, Polk, Price, Rusk, Sawyer, St Croix, Taylor, Trempealeau, and Washburn
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**NOTE: List counties assigned to Chapter; if partial counties are used, indicate zip codes.**

- Section 4 An Executive Committee shall be responsible for the operation and management of the Chapter. It shall be responsible for the supervision and care of all property, have full authority to commit the Chapter to action in consonance with resolutions adopted at meetings of the Chapter, and may cooperate with other organizations on such basis that will not impair the ability of the Chapter to pursue its purposes independently.
- Section 5 The Executive Committee shall consist of the Elected Officers, two immediate Past Presidents, and designated representatives from Minnesota, North Dakota, and/or South Dakota Safety Council who must be ASSP members. Each member of the Executive Committee has the right to vote on matters of business brought to the executive committee for consideration. Five (5) Executive Committee members shall constitute a quorum for Chapter Board meeting. Committee chairs are non-voting members of the Executive Committee, unless they are elected officers, advisory group member(s), or members-at-large.

Elected Officers:  
President  
President Elect  
Vice President  
Secretary (2-year term alternating from  
Treasurer) Treasurer (2-year term alternating  
from Secretary)  
(6) Member at Large (2-year term)  
Advisory Group Member (One advisory group member for every 250  
members or portion thereof) and the two most immediate Past Presidents of  
NW Chapter serve as auto Advisory Group Members

**Note: Please list who your elected officers are above. Chapters may include other elected members of the executive committee. However, the number added should be defined during the submission of the officers list due by May 31 so it will be clear how many are on the Executive Committee and a quorum can be easily determined. If Chapters have Members-at-large on their Executive Committee, then include the words "Members-at-large on the Executive Committee." 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: 1. 249 members or less = 1 advisory group member; 2. One advisory group member for each additional 250 members or portion thereof, in excess of its initial 249 members.**

- 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. Committee chairs and all members of the committee are appointed by the President subject to approval by the Executive Committee.
- Section 7 The Chapter President is the voting representative for the Chapter at the Area Operating Committee or Regional Operating Committee meetings. A Professional Member or Member who is an elected officer of the Chapter may serve instead of the President if so, designated in writing to the Area Director or Regional Vice President.
- Section 8 Chapter officers shall be elected by members of the Chapter.
- Section 9 The Chapter activity year shall be from July 1 to June 30.
- Section 10 The Administrative Headquarters of the Chapter are  
Minnesota Safety Council  
474 Concordia Ave  
St Paul, MN 55103-2430

#### ARTICLE V - OFFICERS

- Section 1 Elected officers of the Chapter shall be:
- a) President (succeeds from President-Elect)
  - b) President-Elect (succeeds from Vice President)
  - c) Vice President
  - d) Secretary (2-year term alternating from Treasurer)

- e) Treasurer (2-year term alternating from Secretary)
- f) Advisory Group Member(s) on the ASSP Advisory Group
- g) Member at Large (2-year term)
- h) Past President (succeeds from President)
- i) The two most immediate past presidents will succeed to the Advisory Group Member

**NOTE: 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: 1. 249 members or less = 1 advisory group member; 2. One advisory group member for each additional 250 members or portion thereof, in excess of its initial 249 members.**

Section 2 Each elected Chapter officer shall be a Society member for one year prior to taking office; exceptions must be approved by the Regional Vice President. However, only a Professional Member or Member may hold the offices of President, President-Elect/Vice President, or Advisory Group Member(s) on the ASSP Advisory Group.

Section 3 The President shall:

- a) Preside at regular and special meetings of the Chapter Executive Committee and the membership.
- b) Represent the Chapter at meetings of other organizations where official representation of the Chapter is desirable.
- c) Be a representative for the Chapter at the Area Operating Committee or Regional Operating Committee meetings.
- d) Provide leadership for programs and activities for the Chapter during the term of office.
- e) Appoint such committees as are necessary to implement the objectives of the Chapter.
- f) Submit a completed annual planning template to the Area Director or Regional Vice President and Society Headquarters by August 15<sup>th</sup>.
- g) Submit a completed Annual Performance Report to the Area Director or Regional Vice President and Society Headquarters by August 15 after your term ends.
- h) Submit the names of Chapter officers and advisory group member(s) elected for the ensuing year annually by May 31 to the Area Director, the Regional Vice President and Society Headquarters.
- i) With the Treasurer, prepare an operating budget for the Chapter each fiscal year.

Section 4 The President-Elect (or Vice President or First Vice President) shall:

- a) Succeed to the office of the President and carry out its duties if the President is unable to serve.
- b) Assume responsibilities for the work of Committees as assigned by the President.
- c) Make monthly meeting and program arrangements.
- d) In conjunction with the Vice President, oversee the professional development conference committee.
- e) With the Treasurer and President, prepare an operating budget for the Chapter fiscal year.

Section 4.1 The Vice President shall:

- a) Succeed to the office of President-Elect and carry out its duties if the President-Elect is unable to serve.
- b) In conjunction with the president-elect oversee the professional development conference planning committee.
- c) Assume responsibilities for the work of Committees as assigned by the President.
- d) Plan the annual Chapter Professional Development Conference

Section 5 The Secretary shall:

- a) Maintain Chapter records and correspondence.
- b) Record and distribute minutes of Chapter meetings and Chapter Executive Committee meetings.
- c) Notify Chapter members about meetings.
- d) Retain Custody of the Chapter Charter.
- e) Assume the duties of the Treasurer as necessary.

Section 6 The Treasurer shall:

- a) Maintain all financial records of the Chapter.
- b) Supervise the receipt and disbursement of funds as directed by the Chapter Executive Committee.
- c) Maintain Chapter funds in a depository approved by the Chapter Executive Committee.
- d) Submit a completed Chapter Dues Report by March 1 to Society Headquarters.

- e) Complete the Chapter's audited income & expense statement and any IRS tax documents for the fiscal year ending March 31. Transmit fiscal report and any tax documents on or before May 31 to Society Headquarters.
- f) Assume the duties of the Sec Assume the duties of the Secretary as necessary.

Section 7 The Advisory Group Member(s) on the ASSP Advisory Group shall:

- a) Operate in accordance with Advisory Group Operating Procedures and Society Bylaws.
- b) Serve as representative of their local ASSP chapter on the ASSP Advisory Group.
- c) Actively discuss and provide input on issues/topics to the Board of Directors.
- d) Attend the meeting of Society Advisory Group.

Section 8 Members-at-Large shall:

- a) Participate in Executive Board meetings.
- b) Serve as advisors to Chapter Officers by contributing ideas and suggestions for the development and upgrading the Chapter.
- c) Serve as committee chairs when appointed by the Executive Board

#### ARTICLE VI- NOMINATION AND ELECTION OF OFFICERS

Section 1 The most recent immediate Past President available to serve shall be the Chairperson of the Nominations & Elections Committee. The Committee, including the Chairperson, will consist of neither no less than three (3) nor more than (5) members. One member shall be selected by the current Chapter President and the balance by the Committee Chairperson. Officers serving in positions that succeed to the next chapter officer level may serve on the Nominations & Elections Committee. Newly nominated candidates and candidates for non-succeeding officer positions may not serve on the Nominations & Elections Committee.

The current President of the Chapter cannot serve on the Nominations and Elections Committee. In cases where a chapter does not have an immediate Past President available to serve as the Nominations and Elections Chair, the chapter will notify the RVP who will make the selection from qualified members of the chapter.

Selection of the Nominations and Elections Committee Members shall be completed no later than December 1st and duly recorded and reported to Society. The full final Nominations & Elections Committee must approve the slate of officer candidates.

Section 2 The Nominations & Elections Committee shall select qualified candidates for all elective offices. Candidates' names and qualifications shall be published and distributed to the Chapter membership at least 30 days in advance of the election.

Section 3 Chapter members may submit a signed petition nominating an individual for elective office. The petition will require 25 signatures to be valid. The petition shall be accompanied by a written acceptance by the nominee(s) and shall be submitted to the Chairperson of the Nominations & Elections Committee 15 days in advance of the election. The names and qualifications of such nominees shall be published and distributed to the membership at least 7 days prior to the election.

**NOTE: It is recommended that the number be 7 for Chapters up to 100; 15 for chapters up to 200; and 25 for Chapters over 200.**

Section 4 The term of elected Chapter officers shall be July 1 to June 30.

**NOTE: Chapters may elect officers for a maximum of a two-year term. If so, this needs to be stipulated in the bylaws -and which positions are two-year terms.**

Section 5 Election of officers for the ensuing year shall be held no later than the May meeting in attendance of a quorum or by electronic ballot to all members with results to be announced at a meeting no later than May. If there is more than one candidate for any office, election shall be by secret ballot (written or electronic). If there is only one candidate for an office, election may be by voice vote.

Section 6 In the event a quorum is not present at the meeting a special mail or electronic ballot will be sent to the Chapter Members and a return of at least 40 votes or 20% of the Chapter membership is required. The ballot process should take less than 30 days with at least 15 days as a minimal period for response from the members and shall provide for an anonymous voter response.

Section 7 Removal of elected Chapter officers shall be by a 2/3 vote of the Executive Committee at any regular or special executive committee meeting at which a quorum of the executive committee is present or by Chapter members at any regular or special meetings at which a quorum of the chapter is present. Grounds for removal from office can include, but are not limited to, dereliction of duty, and not adhering to the ASSP Code of Conduct. Upon presentation of a signed petition from 25 voting members of the Chapter, the Chapter Executive Committee shall be obligated to review the validity of the petition and investigate the circumstances. Committee Chairpersons appointed by elected officers or the Chapter Executive Committee may be removed by the officer on the Executive Committee who appointed them.

**NOTE: It is recommended that the number be 7 for Chapters up to 100; 15 for Chapters up to 200; and 25 for Chapters over 200.**

Section 8 Vacancies in elected Chapter offices shall be filled by the succession designated in the various officer descriptions. If no succession is designated, or the designated successor declines to accept the position, the position shall be filled in the way specified below, according to the position and timing of the vacancy.

- a) Should a vacancy occur in any elected office mid-term or later of that office, including Secretary, Treasurer, Secretary/Treasurer or any others, except President, President-Elect, or positions succeeding to President, the President shall appoint, with the approval of the Chapter Executive Committee, an eligible member (see Article V, Section 2) to fill the unexpired term of office, giving special consideration to current committee Chairpersons and experienced Chapter leaders who have recently completed their terms of office.
- b) Should a vacancy occur before mid-term, in the office of:

- 1) President, the President-Elect shall succeed to the Presidency. If the President-Elect declines the position, a past President may serve as President for this term upon the approval of the Executive Committee. Otherwise, a special election as specified in b) 2 of this section will be considered for filling the seat of President. The President-elect or a special Nominations & Elections committee appointed by the Chapter Executive Committee will be responsible for completing the special election.
- 2) Vice President or President-Elect, the President shall:
  - (a) Appoint a special Nominations & Elections Committee.
  - (b) Publish notification of the election and the slated nominees for office at least 15 days in advance of the Chapter meeting at which the election is to be held.
  - (c) Receive at the Chapter meeting any additional nominating petitions as may be rendered and signed by the number of members specified in Article VI, Section 3.
  - (d) Conduct a voice vote at the Chapter meeting if there is only one nominee and a written ballot if there is more than one nominee for office. An e-ballot option may also be provided.
  - (e) Ensure that the elected candidate assumes office immediately upon election.

**NOTE: When there are other officers who are part of the succession plan, how to treat these positions also needs to be addressed in this section.**

- c) Should a vacancy occur at mid-term or later, in the office of:
  - 1) President, the President-Elect shall serve the unexpired term of the President in addition to the term for which he was originally elected.
  - 2) Vice President or President-Elect, if it is not an operational hardship for the Chapter, the position may remain vacant until the next election is conducted. If it is operationally necessary for the Chapter to have a President-Elect or Vice President, then the position should be filled as noted in this Article and Section, paragraph b) 2).

Section 9 Vacancies in appointed offices shall be filled for their unexpired term by appointees of the President then in office, with the approval of the Chapter Executive Committee.

Section 10 Inability to serve: If after the election, but prior to taking office, an officer is unable to serve for any reason, the vacancy shall be filled in the manner set forth in this Article.

#### ARTICLE VII - SECTIONS

Section 1 Sections may be formed by Chapters to serve 10 or more dues-paying (or emeritus) Chapter members whose numbers are insufficient to permit the formation of a separate chapter but whose geographical location, or common interest, within the Chapter, constitutes a unique opportunity to participate separately in Chapter affairs.

Section 2 The group shall complete a section formation application. The section shall be approved by the chapter, and Area Operating Committee, or if applicable, Regional/Area Operating Committee. The Section shall operate in accordance with Society and Chapter Bylaws.

- Section 3 Section members shall elect at a minimum a Chairperson and a Secretary/ Treasurer and must abide by Article VII in the Chapter Bylaws.
- a) By April 30 of each Chapter year, the Section Chairperson shall submit a summary report of Section activities and a financial report to the Chapter Section Chair/Student Section Chair or Chapter President.
  - b) The Chapter shall remit at least 30% of Chapter dues of Section members to the Section for its use.
  - c) If the Section ceases to function as a viable organization, the Chapter Executive Committee, after investigation, may recommend its dissolution to the Area Operating Committee and/or Regional Operating Committee, and any funds and assets in the Section Treasury shall be remitted to the Chapter for Chapter use.

#### ARTICLE VIII - DUES

- Section 1 Each member, except Students, Emeritus and Honorary Members, shall be assessed annual Chapter dues as determined by Chapter members, in addition to Society dues.
- Section 2 All Society and Chapter dues shall be paid annually in advance by the anniversary of each member's election date.
- Section 3 Chapter dues shall be determined by vote of the Chapter membership at any regular or special meeting where a quorum is present. All Chapter members shall be notified at least 30 days in advance regarding dues proposals. An e-ballot may also be used for this process with a minimum return rate of 20% of chapter members.

#### ARTICLE IX- MEETINGS

- Section 1 Chapters shall hold at least four technical meetings a year. Technical meetings are those that define or discuss methods, procedures, systems, devices and/or standards toward the reduction, control or elimination of hazardous exposures to people, property or the environment, and which foster the technical, scientific, and managerial knowledge and skills of attendees.
- Section 2 Special meetings of members may be called by the Chapter Executive Committee. The notice calling such a meeting shall state the purpose of the meeting; such notice to be sent to each member at least two weeks in advance.
- Section 3 A majority of the Executive Committee present at an executive committee meeting shall constitute a quorum. 25 Chapter members and at least 5 elected members of the Chapter Executive Committee shall constitute a quorum at any regular or special Chapter meeting. In the event the Chapter does not attain a quorum at the next Chapter meeting, an e-ballot may be sent to the Chapter to approve by-law amendments.
- NOTE: Insert any number desired; however, it must be specific. It is recommended that it be not more than 7 for Chapters up to 100; 15 for Chapters up to 200; and 25 for Chapters over 200.**
- 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 Chapter members in the following manner:

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

Section 2 If a Chapter Executive Committee no longer exists a Chapter member may make a recommendation for dissolving a Chapter to the Regional Vice President and Area Director for their review. Upon the approval of the Area Operating Committee and the Regional Operating Committee, the recommendation will be forwarded to the Society Board of Directors.

Section 3 The Society Board of Directors may dissolve the Chapter after failure of the Chapter to conform to minimum Society requirements for activities or upon performance of actions contrary or detrimental to the Society and after a reasonable probation period. Upon notice, the Chapter officers shall carry out the dissolution of the Chapter.

Section 4 The official Society symbol may be used by the Chapter on correspondence, publications and other official documents, in accordance with the provisions for use and reproduction in the Society Bylaws.

Section 5 Any fund-raising projects or activities shall be limited to those activities that are consistent with the purpose of the Society and the Chapter.

Section 6 Chapter officers shall assure retention of needed Chapter and membership records by adhering to the following record retention periods. Officers having charge of these records are authorized to dispose of the records at the end of the required retention period.

- a) Minutes of meetings- permanently, (recommended by Society auditors).
- b) Correspondence- two years following completion of the Chapter year.
- c) Financial Records - seven years following completion of the Chapter year.

#### ARTICLE XI -AMENDMENTS

Section 1 Amendments to these Bylaws may be proposed by the Chapter Executive Committee or the chapter bylaws committee or by \_15 Chapter Professional Members and/or Members.

Amendments proposed by the latter shall be presented to the Chapter Executive Committee.

Section 2 The Chapter Executive Committee shall publish any proposed amendments to the membership at least 30 days in advance of the meeting at which action will be taken.

Section 3 Amendments shall be voted on at a regular or special Chapter meeting at which action will be taken if a quorum is present. A two-thirds (2/3) affirmative vote is required for approval. In the event the Chapter does not attain a quorum at the next Chapter meeting, an e-ballot may be sent to the Chapter to approve by-law amendments.

Section 4 All amendments to these Bylaws will become effective after approval by the Area Director and Regional Vice President.

#### **ARTICLE XII - FINANCIAL**

Section 1 The Chapter President shall, on an annual basis, arrange for financial review by 3 Chapter members in accordance with Society Chapter Financial Guidelines with a report to the Chapter Board. This will be completed by May 31<sup>51</sup>

Section 2 Every 3 years, an audit or compilation and review will be completed by an outside firm.