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**BYLAWS
BOARD OF CERTIFIED SAFETY PROFESSIONALS**

**Board of Certified Safety Professionals
8645 Guion Road
Indianapolis, IN 46268
(317) 593-4800
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**ARTICLE I
NAME, PURPOSE, FUNDS, AND DEFINITIONS**

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Section 1 – Name

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

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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. Provide training and continuing education opportunities for candidates and certificants as deemed necessary by the Board of Directors.
- C. Determine the qualifications of applicants and arrange, control, and conduct investigations and examinations to verify the competency of candidates for certifications to be issued by the BCSP.
- D. Grant and issue a certificate and maintain a directory of all valid credential holders.
- E. Establish requirements for 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 credential holders with approved requirements.
- F. Represent its credential 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 technical 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 candidates paying for training and continuing education services, from credential holders paying an annual renewal fee of said credential, 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.

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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 established by the BCSP.
- B. Certification — A credential denoting that an individual has met a set of standards and demonstrated competency 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 continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or outside the state.

**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".

Section 2 – Number and Tenure

The number of Directors on the Board shall be no less than nine and a maximum number of fourteen Directors and consist of a diverse representation of the certification population as recommended by the Nominations and Board Development Committee and approved by the Board. There shall be at least one Public Director on the Board. In the event that the Board falls below nine members, the Board shall expediently select a candidate(s) to fulfill the empty position(s). Directors may serve for two (2) consecutive terms of up to three (3) years each, except for the immediate Past-President, who, if in his/her second term of office as a Director has expired after he/she has served as President, shall remain on the Board for an additional year and except for the provisions contained in Article III, Section 5. A full term shall be three years. A former director who has not served on the Board within the past seven (7) years may serve again, if elected.

Section 3 – Qualifications

Each Director of the corporation except a Public Director shall hold a valid certification as a Certified Safety Professional.

111 **Section 4 – Selection**

112
113 Directors for a three-year term, or fraction thereof, shall be nominated by anyone holding a valid CSP certification.
114 Should it occur that the second (final) terms of four (4) or more Directors end simultaneously, the Board may
115 extend the terms of not more than two Directors, each by a single year; or should it occur that the second (final)
116 terms of three (3) Directors end simultaneously, the Board may extend the terms of one Director, for an additional
117 year for the purpose of sustaining continuity of effort. Such extension of terms will require a two-thirds (2/3) vote
118 of the entire Board. Such an extension may not be applied to any individual Director on more than one occasion
119 nor for more than one year.

120
121 **Section 5—Composition of Board of Directors**

122
123 The Board of Directors shall:

- 124
125 A. Elect annually, qualified persons to the Board, as deemed necessary by the Board.
126
127 B. Secure from each individual elected, a signed acceptance and submit to the CEO.

128
129 **Section 6 - Regular Meetings**

130
131 Regular meetings of the Board shall be held at least annually at such time and place as shall be determined by the
132 President of the Board.

133
134 **Section 7 - Special Meetings**

135
136 Special meetings of the Board shall be convened upon the call of the President or a quorum of Directors, which
137 meetings may be called for any place either within or outside the State of Illinois. Notice of any special meeting of
138 the Board shall be given at least seven (7) days prior thereto by appropriate means (i.e., electronic media, mail,
139 telephone, facsimile, courier, etc.) to Directors at their address as shown by the records of the corporation.

140
141 **Section 8— Quorum**

142
143 A quorum of the Board of Directors shall exist when a majority of its Directors are present, one of which must be
144 the President, or the Vice President. A majority vote of the Board, a quorum being present and voting, shall be
145 decisive, except for actions to be taken with regard to:

- 146
147 A. Article III, Sections 4 and 13
148
149 B. Article IV, Section 3 and 8b
150
151 C. Article XII

152
153 **Section 9 – Manner of Acting**

154
155 The Board is authorized to act when:

- 156
157 A. Legally convened at a meeting of the Board called in accordance with the provisions of Sections 7 and 8 of this
158 Article.
159
160 B. Polled by mail or email ballot in accordance with the provisions of the General Not-For-Profit Act of the State
161 of Illinois.

162
163 **Section 10—Committees**

164
165 The following are established committees of the Board:

- 166
167 A. A *Nominations and Board Development Committee* shall consist of at least five Directors including the
168 President, Past-President as chair, Public Director(s), and two Directors, appointed annually by the President.

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170 B. An Executive Committee shall consist of the elected officers (President, Vice-President, and Treasurer) and one
171 Public Director appointed annually by the President. Unless a Public Director serves as Treasurer, the Public
172 Director shall serve as a non-voting ex officio member of the Executive Committee. No more than one Public
173 Director shall serve on the Executive Committee at any time. A Public Director may serve no more than three (3)
174 years on the Executive Committee. The Executive Committee shall be chaired by the President and meet upon their
175 call. The immediate Past President shall be a Director for one year immediately following their term as President
176 and shall serve as a voting member of the Executive Committee.

177
178 C. A *Finance Committee* shall be appointed by the President. The Finance Committee shall be chaired by the
179 Treasurer.

180
181 D. A *Certification Committee* shall be appointed by the President. The Certification Committee shall be chaired by
182 the Vice President.

183
184 E. The President may create ad hoc committees or task forces approved by the Board, in addition to those named in
185 these Bylaws, and delegate to them such powers and duties as deemed advisable. Non-Directors may serve on
186 these ad hoc committees or task forces at the direction of the President.

187
188 F. A quorum of a committee exists when a majority of its appointed members are present at a live, telephonic or
189 electronic meeting.

190
191 G. A committee is authorized to act when a quorum of its appointed members is present at a meeting or conference
192 call or when polled by mail or email ballot, in accordance with the provisions of the General Not-For-Profit Act of
193 the State of Illinois, and under the direction of its Chair.

194
195 H. The Chief Executive Officer is an ex-officio member of all Committees without vote.

196
197 ***Section 11 - Judicial Commission***

198
199 There shall be a Judicial Commission that shall be responsible for:

200
201 A. Conducting hearings related to appeals, disputes and complaints and reaching final disposition of all such cases
202 in accordance with policies created by the Board.

203
204 B. Decisions of the Judicial Commission are final and may not be appealed.

205
206 The Judicial Commission shall consist of four to ten non-board members appointed annually for a term of one (1)
207 year by the CEO and reported to the President. Four Commissioners shall be assigned by the CEO to each appeal,
208 of which three represent a quorum.

209
210 ***Section 12 - Compensation***

211
212 Directors shall not receive compensation for their services. The BCSP may provide for insurance coverages and
213 reasonable travel expenses for Directors.

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215 ***Section 13 - Removal and Resignation***

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217 A Director may be removed from the Board by an affirmative two-thirds (2/3) vote of the Board. A Director may
218 resign upon providing written notice.

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ARTICLE IV
OFFICERS AND EMPLOYEES

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Section 1 – Officers

226 Except for the office of Secretary, all elected officers of the corporation shall be chosen from the Board. There
227 shall be a President, a Vice President, and a Treasurer, and such other officers as may be elected in accordance
228 with these Bylaws. The office of Secretary shall be filled by the Chief Executive Officer. A Public Director shall
229 not be eligible to hold any office other than the office of Treasurer.

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Section 2 – Election and Term of Office

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

239
240 A. The Vice President shall be elected to a one-year term of office and shall be President-elect and serve as
241 President for a one-year term immediately following his or her term as Vice President.

242
243 B. If the Vice President is unable to serve a term as President immediately following his or her term as Vice
244 President, any other qualified Director may be elected to the office of President.

245
246 C. The Treasurer shall be elected to a two-year term of office. The Treasurer may serve more than one term if so
247 elected.

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Section 3 - Removal and Resignation

251 Any officer elected (or appointed) by the Board may be removed by a two-thirds (2/3) vote of the Board. An
252 officer may resign upon providing written notice.

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Section 4 – President

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

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Section 5 – Vice President

268 In the absence of the President or in the event of his/her inability to act, the Vice President shall perform the duties
269 of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the office of
270 President. The Vice President shall chair strategic planning activities.

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Section 6 – Secretary

274 The Secretary shall oversee the keeping of the minutes of all Board and Executive Committee meetings and
275 perform such other duties as may be assigned by the President.

277 **Section 7—Treasurer**

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279 The Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such sureties as
280 the Board shall determine. The corporation shall pay all fees in connection therewith. The Treasurer shall have
281 charge of and be responsible for all funds and securities of the corporation and for the deposit of all such monies in
282 the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance
283 with the provisions of Article VII of these Bylaws, and in general perform all duties incident to the office of
284 Treasurer and such other duties as from time to time may be assigned by the President. Any and all of the above
285 duties may be carried out by the Chief Executive Officer so long as such duties are overseen by the Treasurer.
286

287 **Section 8- Chief Executive Officer**

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289 A. The Chief Executive Officer shall be an employee, hired by the Board. The Chief Executive Officer shall be
290 bonded, and under the supervision of the President, on behalf of the Board, shall manage and supervise the
291 business of the Board's operations and personnel and shall see that all orders and resolutions of the Board are
292 carried into effect. The Chief Executive Officer shall perform such other duties and have such other authority as
293 the President and the Board of Directors may from time to time prescribe.
294

295 B. Subject to the terms of an employment contract, these bylaws, or a law providing otherwise, the Board may
296 remove such Chief Executive Officer at any time with or without cause at a meeting called for that purpose by
297 affirmative vote of two thirds (2/3) of the full Board of Directors. The Chief Executive Officer may resign upon
298 providing written notice to the President, in accordance with and subject to any contractual requirements.
299

300 **Section 9– Employees**

301
302 BCSP may employ such technical, administrative, and clerical personnel, as it shall deem necessary to carry out its
303 duties and operations. The Chief Executive Officer shall employ, supervise, and maintain this staff.
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305 **Section 10—Consultants**

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307 BCSP may engage the services of an Examination Consultant and other consultants as deemed necessary by
308 majority vote of the Board.
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311 **ARTICLE V**
312 **CERTIFICATION**

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314 **Section 1 - General Provisions**

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316 As prescribed by the Board, applicants for certification shall:

317 A. Submit an application for certification

318 B. Meet certification eligibility requirements

319
320 C. Except as provided elsewhere in these Bylaws and by resolutions of the Board, successfully complete
321 examinations for certification

322
323 D. Be of good moral character

324
325 E. Comply with the Procedures for Certification and Code of Ethics as adopted by the Board
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327 **Section 2 - Recertification**

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329 Certifications must be maintained in a current and valid status as specified by the Recertification and annual
330 renewal requirements established by the Board.
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333 **Section 3 – Board Final Authority**

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335 The Board shall have the final authority for the purpose of examining and certifying candidates and credential
336 holders.

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**ARTICLE VI
INDEMNIFICATION**

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342 **Section 1 – Indemnification**

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344 The corporation shall indemnify any person, his/heirs, executors, administrators or assigns who was or is a party or
345 is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil,
346 criminal, administrative, or investigative by reason of the fact that he or she is or was a director, officer, employee,
347 or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or
348 agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including
349 attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person
350 in connection with such action, suit, or proceeding, subject to the provisions of this Article.

351

352 **Section 2 – Determination of Conduct**

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354 Any indemnification under this Article (unless ordered by a court) shall be made by the corporation only as
355 authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or
356 agent is proper in the circumstances because he or she acted in good faith and in a manner he or she reasonably
357 believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or
358 proceeding, had no reasonable cause to believe his or her conduct was unlawful. Such determination shall be made
359 (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such
360 action, suit, or proceeding or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of
361 disinterested directors so directs, by independent legal counsel in a written opinion.

362

363 The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of
364 nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith
365 and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or,
366 with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her
367 conduct.

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369 **Section 3 – Payment of Expenses in Advance**

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371 Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in
372 advance of the final disposition of such action, suit, or proceeding, as authorized by the board of directors in the
373 specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay
374 such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation
375 as authorized in this Article.

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377 **Section 4 – Indemnification Not Exclusive**

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379 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those
380 seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise,
381 both as to action in his or her official capacity and as to action in another capacity while holding such office, and
382 shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the
383 benefit of the heirs, executors, and administrators of such a person.

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**ARTICLE X
CORPORATE SYMBOL**

Section 1 – Corporate Symbol

The Board shall create an official name, 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 use 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, amended or repealed by action authorized by a two- thirds (2/3) vote of the entire Board at any regular meeting, or at a special meeting, for which written notice of the purpose shall be given to all members of the aforesaid Board, and further provided that no such action 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). The Bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

**ARTICLE XIII
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

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504	Amended January 1, 2012
505	Amended April 30, 2012
506	Amended June 30, 2012
507	Amended January 1, 2013
508	Amended December 1, 2013
509	Amended January 1, 2015
510	Amended September 8, 2015
511	Amended April 29, 2017
512	Amended November 10, 2017
513	Amended April 26, 2019
514	Amended April 23, 2021
515	Amended April 29, 2022
516	Amended June 13, 2022
517	Amended November 4, 2022