

ASSE BYLAWS

AMERICAN SOCIETY OF SAFETY ENGINEERS

ASSE BYLAWS
WITH AMENDMENT
APPROVED BY THE
HOUSE OF DELEGATES
ON JUNE 12, 2005

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American Society of Safety Engineers

BYLAWS

ARTICLE I

NAME AND DESIGNATION

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

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

ARTICLE II

PURPOSE AND OBJECTIVES

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

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

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

Sec. 3: (DEFINITION) The definition of the safety profession as used in these Bylaws is: The safety profession is composed of individuals engaged in one or more of the specialties within the various sciences for the primary purpose of developing and/or implementing methods, procedures, systems, devices, and/or standards toward the reduction, control, or elimination of hazardous exposures to people or property. It is intended that the term "safety" be interpreted within the framework set forth in the "Scope and Functions of the Professional Safety Position," as adopted by the Society Board of Directors.

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

ARTICLE III

MEMBERSHIP

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

Sec. 2: (CLASSIFICATION OF MEMBERS)

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

(A) (PROFESSIONAL MEMBER) To be eligible as a Professional Member, an applicant shall, at the time submitting an application, be engaged a majority of the time on an annual basis in the broad practice of safety and:

- (1) Shall be certified as competent by a body recognized by the Admissions Committee and shall have a minimum of five years in the aggregate professional safety experience, or

- (2) Shall be registered or licensed by a state agency as a Professional Engineer and shall have a minimum of five (5) years in the aggregate professional safety experience, or
 - (3) Shall hold a baccalaureate or higher degree from an accredited college or university, and shall have a minimum of ten (10) years in the aggregate professional safety experience.
- (B) (MEMBER) To be eligible as a Member, an applicant shall be engaged in the broad practice of safety.
 - (C) (INTERNATIONAL MEMBER) To be eligible as an International Member, an applicant shall be engaged in the broad practice of safety and reside outside the United States.
 - (D) (ASSOCIATE MEMBER) To be eligible as an Associate Member, an applicant shall be engaged in pursuits and functions that qualify the applicant to cooperate with members of the Society and render service to the Society.
 - (E) (STUDENT MEMBER) To be eligible as a Student Member, an applicant shall be enrolled in an accredited college or university offering a graduate or undergraduate degree intended to prepare the individual for practice in the broad practice of safety.
 - (F) (EMERITUS MEMBER) Emeritus status will be extended, upon written request, to members who have rendered service to ASSE and who are retired.
 - (G) (HONORARY MEMBERSHIP) Honorary membership may be awarded to persons of eminence who have contributed substantially to the field of safety, health and environment and advancement of the safety, occupational health or environmental profession and/or the Society. Nomination of Honorary Members shall be by the Executive Committee with the approval of the Board of Directors.

Sec. 3: (MEMBERSHIP PROCESS)

- (A) (ADMISSIONS PROCESS) The admissions process shall be administered by the Admissions Committee according to these Bylaws and its Operating Procedures. The committee is empowered to interpret and judge the applicant's qualifications for membership according to the criteria established in this Article and/or in its procedures.

- (B) (RESIGNATION) Any member may resign by sending a formal statement to that effect to the Society Secretary.
- (C) (DELINQUENCY) Any member whose current year's annual dues are not received by the Society Secretary within two (2) months of the member's annual renewal date shall be considered delinquent and all membership services and privileges shall be suspended.
- (D) (TERMINATION) Any member whose current year's dues are not received by the Society Secretary within three (3) months of the member's annual renewal date shall be considered to have resigned from the Society.

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

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

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

**ARTICLE IV
CONSTITUENT UNITS**

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

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

- (A) Regions shall be administered through a Regional Operating Committee (ROC) composed of Area Directors, where established, or Chapter Presidents, where areas are not established, and chaired by the Regional Vice President. The ROC shall annually elect, from among the Area Directors or Chapter Presidents, a Deputy Regional Vice President who shall serve as Vice Chair of the Regional Operating Committee.
- (B) Chapters in regions may be grouped into

geographic areas, defined by the boundaries of assigned chapters. Area assignments are determined by the Regional Operating Committee.

- (C) Each region and its areas shall be organized and governed according to a set of operating procedures approved by the Regional Operating Committee and the Council on Member and Region Affairs. These operating procedures shall follow, in principle, the model Region Operating Procedures approved by the Board of Directors.

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

- (A) Areas are administered by an elected Area Director and the Area Operating Committee comprised of the Chapter Presidents in the area and chaired by the Area Director.
- (B) Area Directors shall be Professional Members and meet criteria set by the Council on Member and Region Affairs.
- (C) Area Directors shall not concurrently hold a Chapter office, nor serve more than two consecutive terms.

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

- (A) Each chapter shall be organized and governed according to a set of Bylaws approved by the Regional Vice President. These Bylaws shall follow in principle the Model Chapter Bylaws approved by the Board of Directors.
- (B) Chapter boundaries shall be established by the Regional Operating Committee.
- (C) All petitions for chapter charters shall be approved by the Regional Operating Committee and submitted to the Council on Member and Region Affairs.
- (D) Chapters may be dissolved by the Board of Directors upon the recommendation of either the Executive Committee or the Regional Operating Committee.

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

- (A) (CHAPTER SECTIONS) A group of members

may petition the chapter to form a section according to procedures established by the Council on Member and Region Affairs.–

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

Sec. 6: (SOCIETY SECTIONS) A group of members outside of the United States may petition to form a Section in areas not served by any chapter. Society Section approval and territory shall be determined by the Board of Directors. Society Sections shall report to the Senior Vice President.

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

ARTICLE V FEES, DUES AND FINANCES

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

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

- (A) Chapter dues and Practice Specialty fees shall be in addition to Society dues.
- (B) Emeritus and Student Members shall be assessed annual membership fees as set by the Board of Directors
- (C) Fees for Practice Specialties shall be set by each Practice Specialty and approved by the Council on Practices and Standards as part of the Strategic Plan.
- (D) Chapter Dues will be set by each chapter in accordance with their Bylaws.

(E) Honorary Members are exempt from dues and fees.

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

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

ARTICLE VI OFFICERS

Sec. 1: (ELECTED) The elected Society officers, who serve as members of the Board of Directors are the President, President-Elect, Senior Vice President, Vice President-Finance, one Vice President for each region, and one Vice President for each Society Council, except the Council on Member and Region Affairs.

Sec. 2: (QUALIFICATIONS) Each officer and each nominee for an elected officer position shall be a Professional Member. Nominees for Regional Vice Presidents and Council Vice Presidents shall meet criteria set by the Nominations and Elections Committee and approved by the Board of Directors.

Sec. 3: (TERMS OF OFFICE)

- (A) The terms of office for the President, President-Elect and Senior Vice President shall run from July 1 through June 30th each year or until a successor is duly elected. Presidents shall not succeed themselves except in cases where they served for less than a full term due to succeeding to the office to fill a vacancy.
- (B) The terms of office for Vice President-Finance, Regional Vice Presidents and Council Vice Presidents shall run from July 1 of the year in which elected and continue for a period of two (2) years, or until a successor is duly elected. They shall not serve more than two (2) consecutive full terms in the same office.
- (C) Terms of office of the Vice President-Finance and Vice President, Council on Practices and Standards shall alternate by one year from the terms of the Vice President, Council on Professional Affairs and Vice President, Council on Professional Development, as described in Article VII, Sec. 2 C.

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

- (A) President. The President-Elect shall serve for the unexpired term of the President in addition to the term elected to serve.
- (B) President-Elect. The Senior Vice President shall serve for the unexpired term of the President-Elect in addition to the term elected to serve.
- (C) Senior Vice President, Vice President-Finance or Council Vice President. The office shall be filled by a vote of the House of Delegates either during their annual session or by balloting all recorded Delegates to vote on a slate of nominees submitted by the Society Nominations and Elections Committee.
- (D) Regional Vice President. The office shall be filled by mail ballot of regional members upon a nomination submitted by the Regional Nominations Committee and approved by the Society Nominations and Elections Committee. Except that, if such vacancy occurs within the final year of the term, the vacancy shall be filled by the Deputy Regional Vice President, subject to approval by the Board of Directors.

Sec. 5: (INABILITY TO SERVE) If after 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 Sec. 4 of this Article.

Sec. 6: (REMOVAL FROM OFFICE) Society officers may be removed by the voting membership at any annual or special meeting or by a 2/3 vote of the Board of Directors.

Sec. 7: (DUTIES OF OFFICERS) The duties of officers shall be carried out in conformance with these Bylaws.

(A) The President shall:

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

- (B) The President-Elect shall:
 - (1) Oversee the functions of the Council Vice Presidents.
 - (2) Assist the President and act for the President when requested by the President or in the event of his/her inability to act.
- (C) The Senior Vice President shall:
 - (1) Oversee chapters and sections outside of the U.S. and its territories.
 - (2) Chair the Council on Member and Region Affairs.
- (D) The Vice Presidents of the Councils on Practices and Standards, Professional Development and Professional Affairs each Chair their respective Councils, oversee Council functions, assigned committees and task forces.
- (E) The Regional Vice President(s) shall:
 - (1) Chair the Regional Operating Committee, maintain close liaison with areas and chapters in the region and be responsible for their effective operation.
 - (2) Oversee the functions of Area Directors in the region.
 - (3) Serve as a member of the Council on Member and Region Affairs.
- (F) The Vice President-Finance shall:
 - (1) Be treasurer of the Society.
 - (2) Oversee the Society's financial policies.
 - (3) Recommend a budget to the Board of Directors, and oversee adopted budgets and investments, and recommend accounting controls.
 - (4) Report to the Board of Directors and the House of Delegates as necessary to keep them apprised of the financial condition of the Society.
 - (5) Chair the Finance Committee.

Sec. 8: (JOB DESCRIPTION) Duties and responsibilities of these officers shall be set forth in the *Society Operations Guide*, which shall be approved by the Board of Directors.

**ARTICLE VII
NOMINATIONS AND ELECTIONS**

Sec. 1: (COMMITTEE) The Nominations and Elections Committee shall consist of the most recent available Past President serving as Chair, the current

President, the President-Elect and one appointee selected by the Vice President of each council. Duties shall be to provide a slate of qualified nominees who are capable of fulfilling the duties of Society elective offices, and to conduct elections and supervise election procedures. The Society Secretary shall serve as secretary to the committee without vote. No one serving on a nominating committee may be nominated by that committee.

Sec. 2: (ELECTIONS AND SUCCESSION OF SOCIETY OFFICERS)

- (A) The President-Elect shall automatically succeed to the office of President.
- (B) The Senior Vice President shall automatically succeed to the office of President-Elect.
- (C) The Vice President-Finance and Vice President Practices and Standards shall be elected in even numbered years and the Vice President Professional Affairs and Vice President Professional Development shall be elected in odd numbered years.
- (D) If the President-Elect is unable to assume the office of President, the Senior Vice President shall automatically succeed to the office of President. The Nominating and Elections Committee shall then present two (2) nominees considered to be qualified for the office of President-Elect.
- (E) If neither the President-Elect nor the Senior Vice President can serve in the office of President, the Nominating and Elections Committee shall present two (2) nominees considered to be qualified, for each of the offices of President and President-Elect.

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

- (A) Nominations for Regional Vice President and Area Directors shall be made by Regional Nominations Committees and submitted to the Society Nominations and Elections Committee to determine if nominees are qualified to serve before their names are placed on the ballot.
 - (1) Regional Vice Presidents and Area Directors of even numbered regions shall be elected in even numbered years. Regional Vice Presidents and Area Directors in odd numbered regions shall be elected in odd numbered years.

(2) Regional Vice Presidents and Area Directors shall be elected by members of their region or members of the chapters assigned to their area, respectively.

(3) Each Regional Nominations Committee shall present no more than two nominees for Regional Vice President and Area Director.

(B) Regional Nominations Committees shall consist of a minimum of five members, including the Deputy Regional Vice President, two Area Directors, where in office, and two Chapter Presidents. The Deputy Regional Vice President shall serve as Chair. The Regional Operating Committee will appoint the Regional Nominations Committee. No one serving on a Regional Nominations Committee may be nominated by that committee.

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

Sec. 5: (NOMINATIONS)

(A) The Nominations and Elections Committee shall present two (2) nominees considered to be qualified for each of the offices of Senior Vice President, Vice President-Finance and Council Vice Presidents.

(B) All nominees and petition candidates for national, regional and area offices shall be Professional Members.

(C) Nominations of the Nominations and Elections Committee shall be announced no later than November 1 prior to the election year.

(D) Petition candidates shall submit petitions to the Society Secretary no later than December 1 prior to the election year.

(E) Petitions shall be validated by the Society Secretary by December 15 prior to the election year.

(F) The final slate shall be announced by the Nominations and Elections Committee by December 15 prior to the election year.

(G) If a nominee/candidate for Senior Vice President, Vice President-Finance or Council Vice President withdraws, is unable to run, or is removed from the election slate on or before February 1 of the election year, the Nominations and Elections Committee may, but is not required to, present an additional qualified nominee/candidate.

(H) If a nominee/candidate for Senior Vice President withdraws, is unable to run, or is removed from the election slate after February 1 of the election year, the Nominations and Elections Committee may, but is not required to, hold a special election for the position of Senior Vice President, if at the Nominations and Elections Committee discretion, such an election can be completed by June 1.

(I) If a nominee/candidate for Regional Vice President or Area Director withdraws or is removed from the election slate on or before February 1 of the election year;

(1) leaving one remaining nominee/candidate, the Regional Nominations and Elections Committee may, but is not required to, present an additional nominee/candidate.

(2) leaving no remaining nominee/candidate, the Regional Nominations and Elections Committee shall, at their discretion, present one or two nominees/candidates or hold a special election as soon as practicable.

(J) A special election for an Area Director only may be accomplished by nominations of the Regional Nominations Committee and election by a plurality of the chapter presidents in the area.

Sec. 6: (BALLOT) An election of officers shall be held annually between March and May. Procedures and schedule for the election shall be determined by the Society Nominations and Elections Committee with approval of the Board of Directors. The membership will be notified of the final slate at least thirty (30) days prior to the election.

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

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

**ARTICLE VIII
HOUSE OF DELEGATES**

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

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

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

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

Sec. 4: (QUORUM): A quorum is defined follows:

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

Sec. 5: (DELEGATES) Delegates shall be:

- (A) Chapter Delegates, who are elected by the members of their chapters and reported to the credentials committee, shall be Professional Members or Members in good standing.
 - (1) Each Chapter shall be entitled to delegates as determined by their membership count as of December 31 of the previous calendar year as follows:
 - a) 249 members or less = 1 delegate;
 - b) One delegate for each additional 250 members or portion thereof, in excess of its initial 249 members.
 - (2) Delegates serve for a one (1) year term beginning on July 1. Delegates may serve more than one term.

(3) Chapter delegates may appoint a proxy to represent them at a specified House of Delegates meeting. The proxy may be any member of the delegate's chapter who meets all other requirements of a delegate. The proxy appointment shall be delivered to the Society Secretary prior to the House of Delegates meeting.

- (B) Administrators of the Practice Specialties. Practice Specialty delegates may appoint another member of their Practice Specialty, who meets all other requirements of a delegate, as a proxy to represent them at a specified House of Delegates meeting. The proxy appointment shall be delivered to the Society Secretary prior to the House of Delegates meeting.
- (C) Members of the Board of Directors. The Board Member, when acting as a Delegate, may assign his/her proxy, or carry a proxy.
- (D) The Society Secretary serves as the House of Delegates Secretary without a vote.

Sec. 6: (DUTIES OF THE HOUSE) The House of Delegates shall perform the following functions:

- (A) Receive the annual report of the President and the annual financial report.
- (B) Ratify amendment of these Bylaws as set forth in Article XXII.
- (C) Adopt or amend the Code of Professional Conduct.
- (D) Approve the broad fiscal policy of the Society and transactions that involve purchase, sale or change in financial terms of Society-owned land and buildings.
- (E) Approve the Society's Strategic Plan.
- (F) Represent Chapter, Practice Specialty, and member viewpoints and perspectives and provide feedback to the Society on issues relating to the safety profession.

Sec. 7 (MAIL BALLOTS) Official business of the House of Delegates may be transacted by mail or electronic means provided that:

- (A) Delegates are given forty-five (45) days to respond to their ballot;
- (B) At least one-third (1/3) of the delegates cast a vote;
- (C) Unless specified otherwise, approval requires a simple majority of votes cast.

ARTICLE IX MEMBERSHIP MEETING

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

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

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

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

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

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

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

Sec. 6: (PROXY VOTING) Proxy voting is permissible.

Sec. 7: (Secretary) The Society Secretary serves as the Membership Meeting Secretary without a vote.

ARTICLE X BOARD OF DIRECTORS

Sec. 1: (COMPOSITION) The members of the Board of Directors shall be the elected officers, and the Executive Director who shall be an ex-officio member of the Board and shall serve without vote. No individual may hold more than one position concurrently on the Board of Directors.

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

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

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

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

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

**ARTICLE XI
EXECUTIVE COMMITTEE**

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

Sec. 2: (DUTIES) The Executive Committee shall:

- (A) Be responsible for the transaction of necessary business between meetings of the Board of Directors and business referred to it by the Board of Directors. The committee shall also make a complete report of its actions to the Board of Directors.
- (B) Consider causes for revocation of any constituent unit and make recommendation to the Board of Directors for action.
- (C) A vacancy in the office of Executive Director shall be filled as follows:
 - (1) The Executive Committee shall function as research/screening committee and submit the name(s) of one (1) or more candidates, along with sufficient information as to their qualifications, to the Board of Directors, in writing.
 - (2) The board of Directors shall make the selection by mail, by conference call or at a Board of Directors meeting at which a quorum is present.

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

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

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

**ARTICLE XII
COUNCILS**

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

- (A) Councils shall each be administered by a set of operating procedures approved by the Board of Directors and shall supervise committees designated in such procedures or assigned by the Board of Directors.
- (B) Council Members-at-Large shall be recommended by the Council Vice President, and approved by the Board of Directors.
- (C) Council on Professional Affairs shall:
 - (1) Consist of a Vice President, as chair; and six council Members-at-Large.
 - (2) Be responsible for development and implementation of programs providing leadership for the safety profession as detailed in the operating procedure. (SOG)
- (D) Council on Professional Development shall:
 - (1) Consist of a Vice President, as Chair; and six council Members at Large.
 - (2) Be responsible for development and implementation of educational programs and publications as detailed in the operating procedures.
- (E) Council on Member and Region Affairs shall:
 - (1) Consist of the Senior Vice President as Chair; and the Regional Vice Presidents.
 - (2) Be responsible for the policies and operating procedures for regions, areas, chapters and sections and student sections; membership development and services, as detailed in the operating procedures.
- (F) Council on Practices and Standards shall:
 - (1) Consist of a Vice President, as Chair; the Chair of the Standards Development Committee; and the Administrators of the Practice Specialties.
 - (2) Be responsible for policies and operating procedures for the Practice Specialties, and oversee the Society's Standards activities as detailed in the operating procedures.

**ARTICLE XIII
PRACTICE SPECIALTIES**

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

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

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

- (A) Practice Specialty officers shall:
 - (1) Be an Administrator and Assistant Administrator.
 - (2) Be Professional Members of the Society.
 - (3) Be elected by the members of their Practice Specialty for a term of office not to exceed two years, and two consecutive terms.
 - (4) Shall not concurrently hold other offices of the Society.
- (B) A Practice Specialty may be dissolved by the Board of Directors upon the recommendation of the Council on Practices and Standards.

**ARTICLE XIV
COMMITTEES**

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

Sec 2: (STANDING COMMITTEES) Society Standing Committees are Bylaws, Finance, Strategic Planning, Nominations and Elections, Professional Conduct and Public Relations.

- (A) Standing committee members shall be members appointed by the President-Elect unless otherwise provided in these Bylaws. Appointments shall be approved as provided in these Bylaws or operating procedures.
- (B) Finance Committee members shall be appointed by the President-Elect and approved by the Board of Directors.

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

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

**ARTICLE XV
HEADQUARTERS**

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

Sec. 2: (EXECUTIVE DIRECTOR) The Executive Director shall:

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

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

**ARTICLE XVI
PROFESSIONAL CONDUCT**

Sec. 1: (CODE) The Society shall have a Code of Professional Conduct which shall be adopted or amended from time to time by the House of Delegates. As a condition of membership, all Society members shall abide by the Bylaws and the adopted Code of Professional Conduct. The professional conduct of the Society shall be in harmony with the Code of Professional Conduct.

Sec. 2: (FAILURE TO ABIDE) Members failing to abide by the Code of Professional Conduct or these Bylaws or members whose conduct is deemed

prejudicial to the interests of the Society may be subject to disciplinary proceedings including termination of membership by majority vote of the Board of Directors upon recommendation of the Professional Conduct Committee. Decisions of the Board may be appealed to a special committee of members of the House of Delegates, consisting of five (5) delegates, appointed by the Chair of the House of Delegates at the time the appeal is submitted provided that written request for appeal is received by the Society Secretary within 30 days of receipt of the notice of disciplinary action.

ARTICLE XVII AWARDS AND HONORS

Sec. 1: (BOARD DIRECTION) The Society's Awards and Honors programs for professional and technical recognition shall be under the direction of the Councils on Professional Affairs and Practices and Standards, respectively, as set out in council operating procedures. Units of the Society may present awards and honors within the criteria and procedures established by the Board of Directors.

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

ARTICLE XVIII OFFICIAL SYMBOL

(NORMAN SHIELD) The official symbol of the Society shall be a gold cross on a green enamel background shaped as a Norman shield with the letters ASSE (in gold) superimposed within the four angles formed by the cross as originally recorded in the United States Patent Office, February 24, 1959.

ARTICLE XIX INDEMNIFICATION

The Society shall indemnify all officers, directors, employees and agents of the Society to the full extent permitted by the General Not-for-Profit Corporation Act of the State of Illinois and shall be entitled to purchase insurance for indemnification to the extent obtainable and as may be determined from time to time by the Board of Directors of the Society.

ARTICLE XX DISSOLUTION

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

ARTICLE XXI GOVERNING AUTHORITY

Sec. 1: (SOCIETY OPERATIONS GUIDE) All operations of the Society and its units shall be conducted in accordance with the most current version of the Society Operations Guide, as approved by the Board of Directors.

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

ARTICLE XXII AMENDMENTS

Sec. 1: (BYLAWS AMENDMENT) Except as set forth in Section 2, these Bylaws may be amended only as follows:

- (A) Proposed by the Board of Directors and approved by official action of the House of Delegates, or
- (B) Proposed by the House of Delegates and approved by the Board of Directors.

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

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

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

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