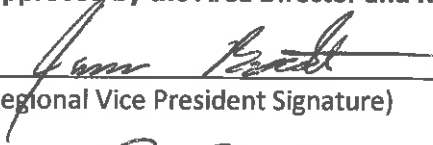



BYLAWS Hawaii CHAPTER AMERICAN SOCIETY OF SAFETY PROFESSIONALS
Bylaws Adopted _____

Bylaws Approved by the Area Director and Regional Vice President

 _____ (Regional Vice President Signature)	<u>9/5/18</u> (date)
 _____ (Area Director Signature)	<u>4/5/18</u> (date)

Ratified by the chapter at the [date] member meeting

Hawaii Chapter of American Society of Safety Professionals
Chapter Chartered June 21, 1951

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ARTICLE I - NAME /DESIGNATION

Section 1 Chapter Name. The name of the organization shall be the Hawaii Chapter of the American Society of Safety Professionals.

Section 2 Designation. Hereinafter, the Hawaii Chapter of the American Society of Safety Professionals will be referred to as Chapter, and the American Society of Safety Professionals will be referred to as the Society. The name and/or abbreviation shall not be changed or altered when used by members or outside agencies.

ARTICLE II - PURPOSE

Section 1 Purpose Statement. The Chapter will promote the advancement of the safety profession, safety professionals and the development of its members in the geographical area served.

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

- a) 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 develop and disseminate materials that will carry out the purpose of the Chapter, within its geographical area.
- d) To develop and promote educational programs for obtaining the knowledge required to perform the functions of a safety professional.
- e) To provide and/or support forums for the interchange and acquisition of professional knowledge among its membership.
- f) To actively pursue relationships with local governmental agencies, like minded professional organizations, and other nonprofessional organizations.
- g) To conduct Chapter affairs in a manner that will reflect the standards, purposes and objectives of the Society.

Section 3 Disclaimer. Nothing contained herein shall authorize the Chapter 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) if the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future revenue law of the United States.

Section 4 Resolutions: The Chapter or its Sections 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 Society's Board of Directors.

ARTICLE III - MEMBERSHIP

Section 1 General. Membership in the Chapter is open to those individuals who are members in good standing of the Society. Members must be located within the Chapter's geographical area or request membership through the Society. All members of the Chapter shall be members of the Society. Membership is personal and not transferable. Specific details on Membership, types and termination are found in Article III of the Society's Bylaws.

Section 2 Chapter Subgroups.

- a) A group of members may petition the Chapter to form a section according to the Society's Council on Region Affairs.
- b) Student Section: A group of student members may petition the Chapter to form a student section of the Chapter.
- c) Sections 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 Society's Council of Region Affairs.

Section 3 Member's Voting Rights.

- a) All Chapter members in good standing are eligible to vote on all matters submitted to the Chapter membership.
- b) Members are allotted only one vote.
- c) Proxy Votes may be given if a formal request is provided from one member to another. Electronic voting calls may occur. Members can opt to provide an electronic vote for issues brought to the chapter by the Executive Committee (EC).

ARTICLE IV - ORGANIZATION

Section 1 Not for profit Organization. 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 Charter Maintenance. In order to maintain its Charter, the Chapter shall have a minimum of 25 active members. See Article V, Section 5, item d) regarding custody of the charter.

Section 3 Chapter Location. The Chapter is located in Area 1 of Region 1 and includes all counties within the State of Hawaii.

Section 4 Executive Committee. An Executive Committee (EC) 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 a basis that shall not impair the ability of the Chapter to pursue its purposes independently.

Section 5 EC Members. The Executive Committee shall consist of the Elected Officers and the Immediate Past President. The Elected Committee members and the Immediate Past President are authorized to vote on issues before the Committee. Appointed members of the committee must act in the interests of the membership, and act in an ex officio capacity.

Section 6 EC Quorum. A three-person quorum of our chapter's Executive Committee shall consist of either the President or Vice President and two or more elected officers, to include the Immediate Past President.

Section 7 Major Objective. Each major objective as listed in Article II, Section 2 of these Bylaws shall be under the supervision of either a Chapter officer or an appointed Committee Chairperson.

Section 8 ROC Voting. The Chapter President is the voting representative for the Chapter at the 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 Regional Vice President.

Section 9 Elected by Chapter. Chapter officers shall be elected by members of the Chapter.

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

Section 11 Governance. The Chapter shall incorporate governance practices to assure compliance with sound fiduciary and general oversight practices. The Executive Committee is charged with developing a governance program and the governance policies shall be available to all members for review via the website, email, etc.

ARTICLE V - OFFICERS

Section 1 Elected Officers. Elected officers of the Chapter shall be:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) Delegate(s) to the Society House of Delegates
- f) Member at Large

Section 2 Officer Qualification. Each elected Chapter officer shall have been a Society member in good standing for at least 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, Vice President, or Delegate to the House of Delegates.

Section 3 President. 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 C o m m i t t e e 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 Annual Report of Chapter activities to the Regional Vice President and Society Headquarters by August 15.
- g) Submit the names of Chapter officers and Delegate(s) elected for the ensuing year annually by June 1 to the Regional Vice President and Society Headquarters.
- h) Ensure the proper implementation with approved governance practices.

Section 4 Vice President. The Vice President shall:

- a) Succeed to the office of the President and carry out its duties if the President is unable to serve.
- b) Shall be automatically on the ballot for election to President at the end of the operating year as defined in Article VI, Section 4.
- c) Assume responsibilities for the work of Committees as assigned by the President, including the development and revisions of the standard operating guidelines, procedures, and governance practices.

Section 5 Secretary. The Secretary shall:

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

Section 6 Treasurer. The Treasurer shall:

- a) Maintain all financial records of the Chapter (Refer to SOG for recommendations on procedures to keep chapter members apprised of the financial condition 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 to Chapter members and to Society Headquarters by March 1st. A financial brief (including dues) should be made to the members at the member meetings.
- e) Complete the Chapter's audited income & expense statement and any IRS tax documents for the fiscal year ending March 31st. Transmit fiscal report and any tax documents to Society Headquarters on or before May 31st.
- f) Assume the duties of the Secretary as necessary.

Section 7 Delegate. The Delegate(s) to the Society House of Delegates shall:

- a) Operate in accordance with House of Delegates Operating Procedures and Society Bylaws.
- b) Keep the Chapter informed of House of Delegates actions and proposed actions.
- c) Act on House of Delegates mail ballots on behalf of the Chapter.

Section 8 Member at Large. The Member at Large shall:

- a) Provide advice and counsel to the President.
- b) Serve as a voting member of the Executive Committee.
- c) Working with the President, help ensure compliance with policies, procedures and all relevant legal and ethical standards, including policies and standards governing society relationships.
- d) Act as a representative or spokesperson for the organization at the President's request.
- e) Act as a mentor and coach to senior volunteers and emerging leaders to help them strengthen their leadership skills and develop professional networks of value to the organization.

Section 9 Committees. Committees and committee Chairs shall:

- a) Be appointed by the President and approved by the Executive Committee.

b) Be appointed to implement the Chapter's purpose and objectives according to Article II.

ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS

Section 1 Nomination Committee. 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 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. Selection of the Committee Members shall be completed no later than the first Executive Committee meeting of each calendar year and duly recorded. The full final Nominations & Elections Committee must approve the slate of officer candidates. (Refer to SOG for recommendations of timelines for nominations and elections)

Section 2 Qualifications. 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 60 days in advance of the election.

Section 3 Signed Petition. Chapter members may submit a signed petition nominating an individual for elective office. The petition will require 15 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 30 days in advance of the election. Chapter members may self-nominate for an elective office without petition submittal, if self-nomination is done during the open nominations period. The names and qualifications of such nominees shall be published and distributed to the membership at least 15 days prior to the election.

Section 4 Officer Terms. All officers will serve for a period of one operating year, i.e. July 1, 2007 - June 30, 2008. (Refer to SOG for recommendations of officer terms)

Section 5 Elections Held. Election of officers for the ensuing year shall be held at the April or May meeting in attendance of a quorum. If there is more than one candidate for any office, election shall be by written or electronic ballot. If there is only one candidate for an office, election may be by voice vote or by acclamation.

Section 6 Votes Needed. In the event a quorum is not present at the meeting, a special mail and/or electronic ballot will be sent to the Chapter Members. A response of 10% or greater of the Chapter membership is needed for a valid election. The ballot process should take less than 30 days, with a minimum of 15 days as a period for response from the members.

Section 7 Removal. Removal of elected Chapter officers shall be by vote of Chapter members at any regular or special meeting upon presentation of a signed petition from either the Chapter Executive Committee, or 15 voting members of the Chapter. Notification of such meeting shall be mailed to each member at least 30 days in advance of the date of the meeting. Committee Chairpersons appointed by elected officers may be removed by the officer who appointed them or the Executive Committee.

Section 8 Vacancies. 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 manner specified below, according to the position and timing of the vacancy.

- a) Should a vacancy occur in any elected office, with the exception of President or Vice 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 mid-term or earlier, in the office of:
 1. President, the Vice President shall succeed to the Presidency. If the Vice President 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 conducted to fill the seat of President. The Vice President or a special Nominations & Elections committee appointed by the Chapter Executive Committee will be responsible for completing the special election.
 2. Vice President, 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 maybe rendered, and signed by the number of members specified in Article VI, Sec. 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.
 - (e) Ensure that the elected candidate assumes office immediately upon election.
- c) Should a vacancy occur at mid-term or later, in the office of:
 1. President, the Vice President shall serve the unexpired term of the President in addition to the term for which he was originally elected.
 2. Vice President, 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 Vice President, then the position should be filled as noted in this Article and Section, paragraph b) 2).

Section 9 Appointments. Vacancies in appointed "committee chairs" 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. 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 Forming. Sections may be formed by Chapters to serve 10 or more dues-paying (or emeritus) Chapter members whose geographical location, within the Chapter area, constitutes an inconvenience to participate in Chapter affairs, and whose number is insufficient to permit formation of a new Chapter. The Section shall operate in accordance with Society and Chapter Bylaws.

Section 2 Petition to form. The group must petition the Chapter Executive Committee to form a Section of the Chapter.

a) The petition should outline:

1. Name of the Section.
2. Territory the Section will encompass.
3. Number of members currently in the territory.
4. Plans for meetings to be held and the nature of the program.
5. Justification for the creation of the Section.
6. Any dues arrangements between the Chapter and the Section.
7. Submit a copy of Section Bylaws (See Model Section Bylaws).

b) Sections must meet the approval of the Chapter's Executive Committee, and the Regional Vice President.

Section 3 Elections. Section members shall elect a Chairperson (not the President) and a Secretary/Treasurer, and must abide by the Bylaws of the Chapter.

a) The Chairperson shall be a Professional Member or Member. The Chairperson of an authorized Section shall be invited to attend all meetings of the Chapter Executive Committee, and shall attend at least two Executive Committee meetings per year, as a non-voting participant.

b) By April 30th of each Chapter year, the Section Chairperson shall submit a summary report of Section activities and a financial report to the Chapter President and the Regional Vice President.

c) The Section Secretary/Treasurer shall keep records of meetings, sending copies to the Chapter Secretary; notify members of meetings; retain the Section Charter; maintain such financial records as are necessary and keep the Chapter Officers informed of the Section's

financial status. The Chapter shall remit at least 30% of Chapter dues of Section members to the Section for its use.

- d) The Chairperson of the Section shall appoint a Nominations & Elections Committee annually to select nominees for the offices of Chairperson and Secretary/Treasurer for the year beginning July 1. Both officers' terms shall be for one year beginning July 1st. Election of these officers shall be held at a Section meeting prior to July 1st.
- e) If the Section ceases to function as a viable organization, the Chapter Executive Committee, after investigation, may recommend its dissolution to the Regional Vice President, and any funds in the Section Treasury shall be remitted to the Chapter for Chapter use.
- f) Student Members attending an educational institution may join together to form a Student Section of the Chapter within whose boundary the institution lies. (See Model Student Section Bylaws)

ARTICLE VIII-DUES

Section 1 Chapter Dues. Each member, except Students, Emeritus and Honorary Members, shall be assessed annual Chapter dues as determined and collected by Society.

Section 2 Paid Annually. All Society (and Chapter) dues shall be paid annually in advance by the anniversary of each member's election date.

Section 3 Dues Determination. Chapter dues shall conform to the Society bylaws.

ARTICLE IX - MEETINGS

Section 1 Number of. Chapters shall meet at least six times per year and four of the meetings shall be technical meetings. Technical meetings are those that define or discuss methods, procedures, systems, devices and/or standards. The goal of the meetings is 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. 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 Ten % of Active Members. 10% or more of active members in good standing, based on member count, shall constitute a quorum at any regular or special meeting.

Section 4 Rules of Order. The latest edition of Robert's Rules of Order (RRoO) Newly Revised shall govern the transaction of business at all meetings of the Chapter unless otherwise provided in these Bylaws. (Refer to SOG for recommendations of how to run a meeting using a loose set of RRoO. Note that there is provision within Robert's Rules to suspend the rules, and often at the committee level a consensus decision-making process is employed).

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

ARTICLE X - MISCELLANEOUS

Section 1 Dissolving the Chapter. 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 and/or electronic ballot shall be sent to all Chapter members setting forth the reasons for the dissolution. Thirty (30) days after the ballots are mailed; they shall be counted by the Chapter Executive Committee. A two-thirds (2/3) vote of respondents 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 EC No Longer Exists. If a Chapter Executive Committee no longer exists or conditions preempt the implementation of the preceding Section, a Chapter member may make a recommendation for dissolving a Chapter to the Regional Vice President for review. Upon the approval of the Regional Vice President, a recommendation will be forwarded to the Society Board of Directors.

Section 3 Society May Dissolve. 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 Official Use of Symbol. 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 Fund-Raising Projects. 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 Retention of Records. 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 To the Bylaws. Amendments to these Bylaws may be proposed by the Chapter Executive Committee or by 15 Chapter Members. Amendments proposed by the latter shall be presented to the Chapter Executive Committee.

Section 2 Amendment Publication. 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 Voting on Amendments. Amendments shall be voted on at a regular or special Chapter meeting at which time action will be taken if a quorum is present. A two-thirds (2/3) affirmative vote is required for approval.

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

STANDARD OPERATING GUIDELINES (SOGs)

The Chapter shall develop its own Standard Operating Guidelines to further the purpose and objectives of the chapter and provide efficacious governance practices.