

BYLAWS
MIDDLE TENNESSEE CHAPTER
AMERICAN SOCIETY OF SAFETY PROFESSIONALS

Bylaws Adopted August 2022

Bylaws Approved by Area Director and Regional Vice President

Region Vice President:

Area Director:

Chapter Chartered 1947

NOTE: In Regions where Areas have not been established, all function and responsibilities of the Area Director and the Area Operating Committee revert to the Regional Vice President and the Regional Operating Committee respectively.

(* In adapting these Model Bylaws for individual Chapter use, the Chapter should indicate either Area Director/Area Operating Committee, or Regional Vice President/Regional Operating Committee as appropriate.)

ARTICLE I-NAME

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

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

ARTICLE II-PURPOSE

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

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

- a) To develop and/or promote educational programs for obtaining the knowledge required to perform the functions of a safety professional.
- b) To develop and/or disseminate locally, information and materials that will carry out the purposes of the Chapter, the Society, and serve the public.

- c) To provide and/or support forums for the interchange and acquisition of professional knowledge among its members.
- d) To foster liaison with local organizations of related disciplines.
- e) To inaugurate and implement such other programs and projects that are consistent with the purposes of the Chapter and the Society.
- f) To conduct its affairs in a manner that will reflect the standards, purposes and objectives of the Society.

ARTICLE III – MEMBERSHIP

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

ARTICLE IV – ORAGANIZATION

- Section 1. The Chapter is a not-for-profit organization chartered by the Society for the purpose of carrying out the objectives of the Society in its geographical area. It shall operate in accordance with Society Bylaws.
- Section 2. In order to maintain its Charter, the Chapter shall have a minimum of 25 active members.
- Section 3. The Chapter is located in the South Area of Region VII, and the Chapter's geographical area is defined as follows:
 - Bedford – Middle Tennessee 162
 - Cannon – Middle Tennessee 162
 - Cheatham – Middle Tennessee 162
 - Coffee – Middle Tennessee 162
 - Clay – Middle Tennessee 162
 - Davidson – Middle Tennessee 162
 - DeKalb – Middle Tennessee 162
 - Dickson – Middle Tennessee 162
 - Franklin – Middle Tennessee 162
 - Giles – Middle Tennessee 162
 - Grundy – Middle Tennessee 162
 - Hickman – Middle Tennessee 162
 - Houston – Middle Tennessee 162
 - Humphreys – Middle Tennessee 162
 - Jackson – Middle Tennessee 162

Lawrence – Middle Tennessee 162
Lewis – Middle Tennessee 162
Lincoln – Middle Tennessee 162
Macon – Middle Tennessee 162
Marshall – Middle Tennessee 162
Maury – Middle Tennessee 162
Montgomery – Middle Tennessee 162
Moore – Middle Tennessee 162
Overton – Middle Tennessee 162
Perry – Middle Tennessee 162
Pickett – Middle Tennessee 162
Putnam – Middle Tennessee 162
Robertson – Middle Tennessee 162
Rutherford – Middle Tennessee 162
Smith – Middle Tennessee 162
Stewart – Middle Tennessee 162
Sumner – Middle Tennessee 162
Trousdale – Middle Tennessee 162
Van Buren – Middle Tennessee 162
Warren – Middle Tennessee 162
White – Middle Tennessee 162
Williamson – Middle Tennessee 162
Wilson – Middle Tennessee 162

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

Section 5. A majority of the Executive Committee present at a meeting shall constitute a quorum.

ARTICLE IV - ORGANIZATION

Section 6. The Executive Committee shall consist of the Elected Officers, Advisory Group Member(s) on the ASSP Advisory Group, the two most recent past presidents, and Chairpersons of committees.

Section 7. 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. The Chapter President is a member of the Area Operating Committee (Regional Operating Committee). A Professional Member or Member elected by the Chapter may serve in the stead of the President if so, designated in writing to the Area Director (Regional Vice President).

Section 9. Chapter officers and Advisory Group Member(s) on the ASSP Advisory Group shall be elected by members of the Chapter.

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

ARTICLE V – OFFICERS

Section 1. Elected officers of the Chapter shall be:

- a) President
- b) President-Elect
- c) 2nd Vice President
- d) Treasurer
- e) Secretary
- f) Advisory Group Member(s) on the ASSP Advisory Group

Section 2. Each elected Chapter officer shall be a Professional Member or Member, and shall be a Society member for one year prior to taking office.

Section 3. The President shall:

- a) Preside at regular and special meetings of the Chapter Executive Committee and the membership.
- b) Represent the Chapter at meetings of other organizations where official representation of the Chapter is desirable.
- c) Be a member of the Area Operating Committee (Regional Operating Committee) representing the Chapter.
- d) Provide leadership for programs and activities for the Chapter during the term of office.
- e) Appoint such committees as necessary to implement the objectives of the Chapter.
- f) Submit an Annual Report of Chapter activities to the Area Director (Regional Vice President) and the Society Secretary by August 15.
- g) Submit the names of Chapter officers and Advisory Group Member(s) elected for the ensuing year annually by June 1 to the Area Director (Regional Vice President) and the Society Secretary.

Section 4. The President-Elect First Vice President shall:

- a) Succeed to the office of the President and carry out its duties if the President is unable to serve.
- b) Assume responsibilities for the work of Committees as assigned by the President.

Section 5. The Second Vice President shall:

- a) Act as program committee chairperson.
- b) Serve as Treasurer in case of emergencies.
- c) Serve on other committees as needed.

Section 6. The Treasurer shall:

- a) Maintain all financial records of the Chapter.
- b) Supervise the receipt and disbursement of funds as directed by the Chapter Executive Committee.
- c) Maintain Chapter funds in a depository approved by the Chapter Executive Committee.
- d) By August 15, transmit to Society Headquarters the audited income & expense statement for the fiscal year ending June 30, and submit to the IRS any required tax documents.
- e) Assume the duties of the Secretary as necessary.

Section 7. The Secretary shall:

- a) Maintain Chapter records and correspondence.
- b) Record and distribute minutes of Chapter meetings and Chapter Executive Committee meetings.
- c) Notify Chapter members of meetings.

ARTICLE VI – NOMINATION AND ELECTION OF OFFICERS

Section 1. The most recent immediate Past President available to serve shall be the Chairperson of the Nominating Committee. The Committee, including the Chairperson, will consist of no less than three (3) nor more than (5) members, preferably Past Presidents. One member shall be selected by the current Chapter President and the balance by the Committee Chairperson. The current Chapter President shall not be a member of the Nominating Committee.

Members of the Committee who are chosen to run for an office shall resign from the committee and be replaced with non-candidate members appointed by the same officer who initially appointed the resigning member. This exclusion does not apply to the President-Elect who is unopposed and may be a member of the committee. The slate of officer candidates must be approved by the full final sitting committee.

Selection of the Committee Members shall be completed not later than the first Executive Committee meeting each (calendar) year. The names of the Committee Members shall be publicized prior to the December meeting.

- Section 2. The Nominating 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. Any 15 Chapter Professional Members or Members may submit a signed petition nominating one or more individuals for elective office. The petition shall be accompanied by a written acceptance by the nominee(s) and shall be submitted to the Chairperson of the Nominating Committee 30 days in advance of the election. The names and qualifications of such nominees shall be published and distributed to the membership at least 15 days prior to the election.
- Section 4. The term of elected Chapter officers shall be for one year beginning July 1.
- Section 5. Election of officers for the ensuing year shall be held at the April meeting. If there is more than one candidate for any office, election shall be by written ballot. If there is only one candidate for an office, election may be by voice vote.
- Section 6. 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 sent to each member at least 30 days in advance of the date of the meeting. Committee Chairpersons appointed by elected officers or the Chapter Executive Committee may be removed by the officer on the Executive Committee who appointed them.
- Section 7. Vacancies in elected Chapter offices shall be filled by the succession designated in the various officer descriptions. If no succession is designated, or the designated successor declines to accept the position, the position shall be filled in the way specified below, according to the position and timing of the vacancy.
- a) Should a vacancy occur in any elected office, including Secretary, Treasurer, Secretary/Treasurer or any others, except President or President-Elect, 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 early in the term, in the office of:
 - 1) President, the President-Elect shall succeed to the Presidency.

2) President-Elect*, the President shall:

- (a) Appoint a special Nominating Committee.
- (b) Publish notification of the election and the slated nominees for office at least 15 days in advance of the Chapter meeting at which the election is to be held.
- (c) Receive at the Chapter meeting any additional nominating petitions as may be rendered, and signed by the number of Professional Members and Members specified in Article VI, Section 3.
- (d) Conduct a voice vote at the Chapter meeting if there is only one nominee, and a written ballot, if there is more than one nominee for office.
- (e) The successful candidate shall assume office immediately on election.

c) Should a vacancy occur mid-term or later, in the office of:

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

Section 8. Vacancies in appointed offices shall be filled for their unexpired term by appointees of the President then in office, with the approval of the Chapter Executive Committee.

Section 9. (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 this Article.

*NOTE: This would also apply if the person succeeding to the Presidency did not wish to complete both the remainder of the current term and the term for which he was originally elected.

ARTICLE VII – SECTIONS

Section 1. Sections may be formed by this Chapter to serve 10 or more dues-paying 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.

Section 2. The group must petition the Chapter Executive Committee to form a Section of the Chapter, subject to approval of the Area Operating Committee (Regional Operating Committee).

- a) The petition should outline:
 - 1. Name of the Section.
 - 2. Territory the Section will encompass.
 - 3. Number of members to be held and the nature of the program.
 - 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.
- b) The Section shall operate in accordance with Society and Chapter Bylaws.
- c) Sections upon approval by the Area Operating Committee (Regional Operating Committee) shall elect a Chairperson and a Secretary/Treasurer and must abide by the Bylaws of the Chapter. 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 the least two, as a non-voting participant.
- d) By July 15 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 Area Director (Regional Vice President).
- e) The Section Secretary/Treasurer shall keep records of meetings, sending copies to the Chapter Secretary; notify members of meetings; 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 of the Section for its use.
- f) The Chairperson of the Section shall appoint a Nominating 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 1. Election of these officers shall be held at a Section meeting prior to July 1.
- g) If the Section ceases to function as a viable organization, the Chapter Executive Committee, after investigation, may recommend its dissolution to the Area Operating Committee (Regional Operating Committee), and any funds in the Section Treasury shall be remitted to the Chapter for Chapter use.
- h) Student Members attending an educational institution may join together to form a Student Section of the Chapter within whose boundary the institution lies. (See Student Section Bylaws)

ARTICLE VIII – DUES

Section 1. Each member, except Students, Emeritus and Honorary Members, shall be assessed annual Chapter dues as determined by Chapter members, in addition to Society dues.

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

Section 3. Chapter dues shall be determined by vote of the Chapter membership at any regular or special meeting where a quorum is present. All Chapter members shall be notified at least 30 days in advance regarding dues proposals.

ARTICLE IX – MEETINGS

Section 1. Meetings that define or discuss methods, procedures, systems, devices and/or standards toward the reduction, control or elimination of hazardous exposures to people, property or the environment, and which foster the technical, scientific, and managerial knowledge and skills of attendees, shall be held at least four times during the year for the interchange and acquisition of professional knowledge among members.

Section 2. Special meetings of members may be called by the Chapter Executive Committee. The notice calling such a meeting shall state the purpose of the meeting; such notice to be sent to each member at least two weeks in advance.

Section 3. 15 active members in good standing shall constitute a quorum at any regular or special meeting.

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

ARTICLE X – MISCELLANEOUS

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

- a) A resolution to dissolve the Chapter shall be acted upon at a meeting of the Chapter Executive Committee. The resolution shall set forth the reasons for dissolution.
- b) Within 30 days following the Chapter Executive Committee action, a mail 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 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. The Chapter may be dissolved by the Society Board of Directors 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 officers shall carry out the dissolution of the Chapter.

Section 3. 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 4. Any fund-raising projects or activities shall be limited to those activities which are consistent with the purpose of the Society and the Chapter.

Section 5. Chapter officers shall ensure 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).

Section 6. Emeritus members/guests can attend banquets/dinners as guests of the Chapter, free of meal costs.

ARTICLE XI – AMENDMENTS

Section 1. Amendments to these Bylaws may be proposed by the Chapter Executive Committee or by 15 Chapter Professional Members and /or Members. Amendments proposed by the latter shall be presented to the Chapter Executive Committee.

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

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

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

Optional addendum

Approved by the Board of Directors, October 1983

Amended in August 2022, November 2017, January 2009, February 2007, February 2006,
June 2003, June 2001, Mat 1997, June 1991, October 1990