



AMERICAN SOCIETY OF
SAFETY PROFESSIONALS



AMERICAN SOCIETY OF
SAFETY PROFESSIONALS
FOUNDATION

American Society of Safety Professionals Foundation Bylaws

Article I Name, Officers & Registered Agent

Section 1. Name

The name of this corporation shall be American Society of Safety Professionals Foundation, herein called the Foundation (and also referred to as ASSP Foundation and ASSPF) and shall serve as the Foundation of the American Society of Safety Professionals, herein called the Society.

Section 2. Offices

Except as otherwise provided by the Board of Trustees herein called Trustees of the Foundation and approved by the ASSP Board of Directors, the principal offices of the Foundation shall be the same as ASSP headquarters location.

Section 3. Registered Agent

The Chief Executive Officer or herein called the CEO of the Society shall be the secretary and registered agent of the Foundation. The CEO may designate other staff to manage some aspects of the Foundation's activities.



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Article II Purpose

Section 1. Mission and Purpose

- A. The American Society of Safety Professionals Foundation, established by the American Society of Safety Professionals, is committed to a safer future for workers. We advance occupational safety and health (OSH), we promote OSH as a career choice, and we help build a sustainable talent pipeline for the profession.

Section 2. Rules

The following rules shall conclusively bind the Foundation and all persons acting for or on behalf of it:

- A. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and regulation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Foundation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) a corporation, contributions to which are deductible under 170(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

- B. Upon the dissolution of the Foundation, the Trustees shall dispose of its assets after (1) paying or making provision for the payment of all liabilities of the Foundation exclusively for the purposes of the





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Foundation in such manner, or (2) to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Trustees shall determine.



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Article III Board of Trustees of the Foundation

Section 1. Powers

There shall be a Board of Trustees of the Foundation that shall have oversight responsibility for the management and control of the business, property and affairs of this Foundation.

Section 2. Numbers and Tenure

- A. Twelve (12) persons shall constitute the maximum membership of the Trustees of the Foundation.
- B. Trustees shall be appointed for terms determined by the Society's Board of Directors.

Section 3. Selection

The Foundation Trustees shall be selected by the Society's Board of Directors. Commencing July 1, 2023 the individuals serving from time to time as the Board of Directors of the Society shall also serve as the Board of Trustees of the Foundation.

Section 4. Meeting

The Trustees shall meet at least annually.

Section 5. Special Meetings

Special meetings of the Trustees may be called by the Chair of the Board of Trustees or by a majority of the Trustees. Notices of any special meeting shall be given to the Trustees at least forty-eight (48) hours prior to the meeting at their addresses of record. Meetings may be held in person or by telephonic conference call or other methods permitted by law.

Section 6. Quorum

A majority of the Trustees, one of whom must be the Chair, Vice Chair or Vice President of Finance, shall constitute a quorum of the Board.





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Section 7. Action at Meetings and Mail Ballot

A majority vote of the Trustees, a quorum being present and voting, shall be decisive, except for actions requiring a two-thirds vote of the Trustees. The Trustees are authorized to act when legally convened at a meeting or when polled by mail, phone, fax or e-mail ballot. Decisions in writing must be unanimous.

Section 8. Removal

A Trustee may be removed by a majority vote of the Society's Board of Directors.



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Article IV Officers and Personnel

Section 1. Officers

The officers of Chair and Vice Chair shall each serve a one-year term and can be re-elected. The Chair and Vice Chair shall be selected by the Society's Board of Directors for terms determined by the Society's Board of Directors. Commencing July 1, 2023, the President of the Society shall serve as Chair of the Foundation and the President-Elect of the Society shall serve as Vice-Chair of the Foundation. The Vice President of Finance of the Society shall serve as the Vice President of Finance of the Foundation. The CEO of the Society shall be the secretary of the Foundation. The CEO may designate other staff to manage some aspects of the Foundation's activities.

Section 2. Duties of Chair

The Chair shall be the principal executive officer of the Foundation and shall oversee all of the business and affairs of the Foundation. The Chair shall preside at all meetings of the Trustees and may sign, with the Secretary or any other proper officer of the Foundation authorized by the Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Trustees have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Trustees or by these Bylaws or by statute to some other officer or agent of the Foundation. In general, the Chair shall perform all duties as may be prescribed by the Trustees from time to time.

Section 3. Duties of Vice Chair

The Vice Chair, in the Chair's absence or inability to act shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the office of the Chair.

Section 4. Duties of Vice President of Finance

The Vice President of Finance shall oversee management and accounting for all funds and securities of the Foundation; receive and give receipts for monies due and payable to the





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Foundation from any source whatsoever, and deposit all such monies in the name of the Foundation. The Vice President of Finance shall perform such other duties as from time to time may be assigned by the Chair or Trustees.

Section 5. Duties of Secretary

The Secretary or the staff designee shall keep the minutes of the meetings of the Trustees and Committees as may be established in one or more books provided for that purpose; see that all notices are fully given in accordance with the provisions of these Bylaws or as required by law; be custodian of Foundation records and Foundation seal and see that the seal is affixed on all documents, the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provisions of these Bylaws. The Secretary shall perform all duties incident to the office of Secretary and such other duties as assigned by the Chair or the Trustees.

Section 6. Chief Executive Officer

The Society's CEO or his/her designee shall serve as CEO and Secretary of the Foundation. The CEO, under the general supervision of the Chair, shall manage and supervise the business of the Board's operations and personnel.

Section 7. Vacancies

Vacancies of Trustee officer positions shall be appointed by the Society's Board of Directors



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Article V Committees

Section 1. Committee

Committees and Task Forces may be appointed by the Board to carry on the work of the Foundation.



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Article VI Fiscal Year

Section 1. Fiscal Year

The fiscal year of the Foundation shall be from April 1 through March 31.



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Article VII Disbursements and Deposits

Section 1. Disbursements

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Foundation shall be signed by such officer or representative of the Foundation and in such a manner as shall from time to time be determined by the Trustees.

Section 2. Deposits

All funds of the Foundation, except for petty cash, shall be deposited to the credit of the Foundation.



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Article VIII Records

Section 1. Records

The Foundation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Trustees and committees having any authority of the Trustees.



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Article IX Indemnification

Section 1. Indemnification

The Foundation shall indemnify all officers and Trustees of the Foundation 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 of obtainable and as may be determined by the Trustees.



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Article X Amendments to Articles of Incorporation and Bylaws

Section 1. Amendments

The Articles of Incorporation and Bylaws of this Corporation may be altered or amended by action authorized by a two-thirds (2/3) vote of all Trustees at any regular or special meeting.



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November 18, 2021

Chair, ASSP Foundation

Date

Jeffery McNulty

November 18, 2021

CEO & Secretary, ASSP Foundation

Date

Approved by ASSP Foundation Board of Trustees on November 18, 2021

Park Ridge, Illinois



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