

**BYLAWS
OF
SOCIETY OF PRODUCT SAFETY PROFESSIONALS**

A Missouri Nonprofit Corporation

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ARTICLE I
FORMATION AND OFFICES

Section 1.1 Formation. The name of the corporation is SOCIETY OF PRODUCT SAFETY PROFESSIONALS (the "Corporation"). The Corporation is a nonprofit corporation formed under the Missouri Nonprofit Corporation Act (the "Act").

Section 1.2 Nonprofit Organization. The Corporation shall operate exclusively for charitable, religious, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall not engage in any business which would disqualify it from being exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

Section 1.3 Registered Office and Registered Agent. The location of the registered office and the name of the registered agent of the Corporation in the State of Missouri shall be such as shall be determined from time to time by the Board of Directors (defined below) and on file in the appropriate office of the State of Missouri pursuant to applicable provisions of law.

Section 1.4 Corporate Offices. The Corporation may have such corporate offices anywhere within or without the State of Missouri as the Board of Directors from time to time may determine or the business of the Corporation may require. The "principal place of business" or "principal business" or "executive" office or offices of the Corporation may be fixed and so designated from time to time by the Board of Directors. Until such time as it shall be changed by designation of the Board of Directors, the principal business office of the Corporation shall be located at 4579 Laclede Avenue, #326, St. Louis, Missouri 63108.

ARTICLE II
BOARD OF DIRECTORS

Section 2.1 General Powers, Number and Qualification. The Corporation shall be controlled and managed by a board of directors (the "Board of Directors" or the "Board"), who shall be elected at the annual meeting of the Corporation. The number of directors to constitute the initial Board of Directors shall be five (5); provided, however, that the Board of Directors, by resolution adopted by a majority of the full Board, may increase or decrease the number of

directors from time to time, except that the number of directors shall not be less than three (3) persons. All corporate powers of the Corporation shall be vested in and exercised by the Board of Directors. Each director shall hold office for three-year terms, until the next succeeding annual meeting or until such director's earlier resignation, removal, or death. Directors need not be residents of Missouri. The Board of Directors shall appoint a Chairman from among the directors, who shall preside at all meetings of the Board of Directors and shall have such additional powers and duties as may be provided in these Bylaws or prescribed by the Board of Directors.

Section 2.2 Annual Meeting; Election of Directors. The annual meeting of the Board of Directors for the election of directors and officers and the transaction of such other business as may come before the meeting shall be held on such date and time, and at such place, as the Board of Directors may determine by resolution. Pursuant to Section 2.13 of these Bylaws, the Society of Product Safety Professionals Nominating Committee of the Corporation shall select a slate of nominees to fill vacancies on the Board to be presented to the Board for the Board's approval and election at the next annual meeting. The directors to be elected at each annual meeting shall be elected by a majority of the votes cast at such election by the directors then in office.

Section 2.3 Regular Meetings. The Board of Directors shall hold regular meetings on such dates and times, and at such places, as the Board of Directors may determine by resolution from time to time. Any business may be transacted at a regular meeting.

Section 2.4 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board or by any one or more of the directors.

Section 2.5 Notice; Waiver of Notice. The Chairman of the Board, the Secretary, or any other officer of the Corporation, shall give each director notice of the place, date, and time of the meeting, and, in the case of a special meeting, the purpose for which the meeting is called, at least five (5) days but not more than sixty (60) days before the date of the meeting, unless a different period is prescribed by law. Notice may be given in person, by mail, or by electronic or facsimile transmission. Whenever any notice is required to be given to any director under the provisions of these Bylaws, the Articles of Incorporation, or any law, a waiver thereof in writing signed by such director, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a director at any meeting waives any notice requirement of the meeting, unless the director attends the meeting to object to the lack of notice and does not vote for or assent to the objected meeting or matter.

Section 2.6 Telephonic Meetings. Members of the Board of Directors or any committee designated by the Board of Directors may participate in any meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 2.7 Quorum. At all meetings of the directors, a majority of the full Board of Directors shall constitute a quorum, but a smaller number may adjourn from time to time without further notice until a quorum is present.

Section 2.8 Vote Required for Director Action. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a majority vote of the full Board of Directors is required by these Bylaws.

Section 2.9 Resignation. Any director, or any member of a committee of directors, may resign at any time by giving written notice to the Board of Directors, the Chairman of the Board, or the Secretary of the Corporation. Any such resignation shall take effect at the time specified in the resignation, or, if the time is not specified in the resignation, then upon receipt of the resignation. The acceptance of such resignation shall not be necessary to make it effective.

Section 2.10 Removal. Directors may be removed by resolution of the full Board of Directors.

Section 2.11 Vacancies. Vacancies on the Board of Directors and newly created directorships resulting from any increase in the number of directors may be filled by a majority of the directors then in office, although less than a quorum, or by the sole remaining director, until the next election of directors of the Corporation. Such vacancies shall be filled by the Board from the nominees selected by the Society of Product Safety Professionals Nominating Committee of the Corporation.

Section 2.12 Action by Written Consent of Directors. Any action which is required to be or may be taken at a meeting of the Board of Directors or any committee of the Board of Directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the directors, or all of the members of the committee, as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting held, and may be stated as such in any certificate or document filed under the Act. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

Section 2.13 Committees. The Board of Directors by resolution adopted by a majority of the full Board of Directors may designate two or more directors to constitute a committee. Each such committee, to the extent provided in such resolution, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation with respect to the usual and ordinary decisions in the conduct of the business. Unless the Board of Directors otherwise provides, each such committee may make, alter, and repeal rules for the conduct of its business; provided, however, that each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to this Article II of these Bylaws. Each committee shall keep records of its proceedings and shall report the same to the Board of Directors at its next regular meeting. Vacancies in a committee shall be filled by the Board of Directors. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or such member by the Act.

The Corporation shall maintain a Society of Product Safety Professionals Nominating Committee, consisting of two or more directors designated by the Board from time to time. The Society of Product Safety Professionals Nominating Committee shall from time to time select

nominees to fill vacancies on the Board, to be approved and elected by the Board in accordance with these Bylaws.

Notwithstanding any other provision herein, a committee of the Board may not: (1) authorize distributions to directors, officers, agents or employees except in exchange for value received; (2) approve a merger or a sale, pledge, or transfer of all or substantially all of the Corporation's assets; (3) unless otherwise stated in these Bylaws, elect, appoint, or remove directors or fill vacancies on the Board or any of its committees; or (4) adopt, amend, or repeal the Articles of Incorporation or these Bylaws.

Section 2.14 Organization. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, if any, or in his or her absence by the President, or, in the absence of both, by such other person as the directors may select. The Secretary of the Corporation shall act as secretary of the meeting, but in his or her absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

ARTICLE III **OFFICERS**

Section 3.1 Number. The officers of the Corporation shall be a President, a Secretary, a Treasurer and such other officers and assistant officers as the Board of Directors may from time to time determine. Any two or more offices may be held by the same person.

Section 3.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Vacancies in such offices may be filled at any meeting of the Board of Directors. Each officer shall hold office for three-year terms, until such officer's successor has been duly elected by the Board of Directors or until such officer's earlier death, resignation, or removal.

Section 3.3 President. The President shall preside at all meetings of the Board of Directors in the absence of the Chairman of the Board. The President may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts, or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation. The President shall have such additional powers and duties that are incident to the office of a president of a corporation or as may be prescribed by the Board of Directors.

Section 3.4 Secretary. The Secretary shall record the proceedings of the meetings of the Board of Directors in books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; shall be custodian of the records and of the corporate seal, if any, of the Corporation; and, in general, shall perform all duties incident to the office of secretary of a corporation, and such other duties as, from time to time, may be assigned to him or her by the Board of Directors.

Section 3.5 Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks,

trust companies, or other depositories as shall, from time to time, be selected by the Board of Directors; shall render to the Chairman of the Board and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation; and, in general, shall perform all duties incident to the office of treasurer of a corporation, and such other duties as, from time to time, may be assigned to him or her by the Board of Directors.

Section 3.6 Subordinate Officers. The Board of Directors may appoint such subordinate officers as it deems desirable, including but not limited to one or more Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers. Each such officer shall hold office for such period, have such authority and perform such duties as the Board of Directors may prescribe.

Section 3.7 Removal. Any officer may be removed without cause by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3.8 Resignation. Any officer of the Corporation may resign at any time by giving written notice to the Board of Directors, the Chairman of the Board, or the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein or, if the time is not specified therein, then upon the receipt of the notice. The acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.

Section 3.9 Vacancies. Any vacancy occurring in any office of the Corporation by death, resignation, removal, or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 3.10 Absence or Disability. In case of the absence or disability of any officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate the power or duties of the absent or disabled officer to any other officer or to any director for such period of time as the Board may deem appropriate.

ARTICLE IV

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 4.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 4.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4.3 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be

signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

ARTICLE V INDEMNIFICATION

The directors and officers of the Corporation shall be indemnified to the maximum extent permitted by law. Expenses incurred by a director or officer of the Corporation in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it is ultimately determined that the director or officer is not entitled to be indemnified by the Corporation as authorized by the Act. The foregoing right of indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification and advancement of expenses to which any such director or officer may be entitled by bylaw, agreement, vote of disinterested directors, or otherwise.

The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee, or agent of the Corporation or another corporation, partnership, joint venture, trust, or other enterprise against any such expense, liability, or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under the Act.

ARTICLE VI MISCELLANEOUS

Section 6.1 Corporate Seal. The corporate seal, if one is required by resolution of the Board of Directors, shall have inscribed thereon the name of the Corporation and shall be in such form as may be approved from time to time by the Board of Directors. Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. If deemed advisable by the Board of Directors, a duplicate seal or duplicate seals may be provided and kept for the necessary purposes of the Corporation.

Section 6.2 Fiscal Year. The fiscal year of the Corporation shall be the calendar year, unless determined otherwise by resolution of the Board of Directors.

Section 6.3 Books and Records. The Corporation shall keep at its principal place of business in the State of Missouri or at such other place as designated by the Board of Directors, books, accounts, and records of the Corporation. The books, accounts, and records of the Corporation may be inspected by any director or officer for any proper purpose at any reasonable time.

Section 6.4 Interested Transactions. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or her, or their votes are counted for such purpose, if: (1) in advance, the material facts as to his or her, or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee; and (2) the Board or committee in good faith reasonably believes the contract or transaction is not unfair to the Corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction. The Board of Directors, by resolution adopted by a majority of the full Board, may adopt and maintain a conflicts of interest policy, which shall include a process by which actual or potential conflicts of interest shall be disclosed and resolved.

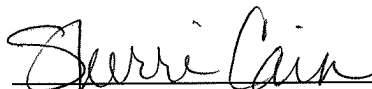
Section 6.5 Loans to Directors and Officers Prohibited. The Corporation shall not loan money to any director or officer of the Corporation.

ARTICLE VII **AMENDMENTS**

The Board of Directors, by resolution adopted by a majority of the full Board, may adopt, amend, or repeal the Bylaws of the Corporation.

CERTIFICATION

The above and foregoing is a true and correct copy of the Bylaws of Society of Product Safety Professionals effective as of December 18, 2017.



Sherri Cain, Secretary