



BYLAWS OF THE CERTIFIED SAFE PATIENT HANDLING PROFESSIONALS™

ARTICLE I – OFFICES

1. The Certified Safe Patient Handling Professionals™ in affiliation with the Association of Safe Patient Handling Professionals, Inc. (the “Corporation”) shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office at 125 Warrendale Bayne Road, Suite 375, Warrendale, PA 15086.
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ARTICLE II – PURPOSES

1. The Certified Safe Patient Handling Professionals™ (the “Professional Certification”) is an independent credentialing entity affiliated with the Corporation. The Professional Certification shall have and continuously maintain its own Executive Board referred to as the Certified Safe Patient Handling Professionals Board (CSPHPB). The Professional Certification shall continuously maintain its own reporting structure separate from the Corporation and shall be organized and operated for the following purposes:
 - a) To encourage professional certification that will enable individuals within a wide-variety of professions such as healthcare, risk-insurers, academia, safety, industrial hygiene, ergonomics, and SPHM device manufacturers, to obtain the expertise and credentials necessary to practice and promote safe patient handling and mobility (SPHM);
 - b) To improve the safety of healthcare providers and recipients by advancing the science and practice of SPHM as a necessary component of public health and safety across the continuum of care.

ARTICLE III – PROFESSIONAL CERTIFICATION

1. The Professional Certification is an international credentialing entity with three (3) levels of SPHM certification: (1) CSPHA - Certified Safe Patient Handling Associate; (2) CSPHC - Certified Safe Patient Handling Clinician; (3) CSPHP - Certified Safe Patient Handling Professional.
2. The Professional Certification will maintain its own policies and standard operating procedures (SOPs) as it pertains to certification activities, examinations and fee schedules.
 - a) Only members of standing committees (Certification and Renewal; Examination) of the Professional Certification will have the ability to vote and make recommendations on policies and standard operating procedures (SOPs).
 - b) The CSPHPB will make final vote and determination on recommendations pertaining to all Professional Certification policies and SOPs.
3. The Professional Certification will maintain all certification records and meeting minutes. This includes, but is not limited to the Certification Handbook, certificates, all applications, presentations, brochures, etc.
 - a) Only the CSPHPB can authorize a change to any certification document.
 - i. Updates to certification documents will be shared with the appropriate standing committee(s) of the Professional Certification for input and feedback.
 - ii. The CSPHPB will finalize all changes to certification documents.
4. The Professional Certification has a distinct trademarked logo that is separate from the trademarked Corporation logo. The Professional Certification also maintains a certification seal logo for each level of SPHM certification (i.e. CSPHA, CSPHC, CSPHP).
 - a) Only the CSPHPB can authorize a change to the Professional Certification logo or any certification seal logo.

ARTICLE IV – CERTIFICANTS

1. Certificants of the Certified Safe Patient Handling Professionals™ shall consist of individuals who have submitted thorough, complete and approved portfolios and who have been deemed to pass all rigorous certification guidelines, including a passing score of the certification examination for the CSPHC and CSPHP levels.

2. Non-payment of annual maintenance dues within the time frame allotted will result in a suspension of certification.
 - a) A certificant will be issued a suspension letter and provided thirty (30) days to pay the annual maintenance dues. If after the thirty (30) days, no payment has been received, certification will be terminated effectively immediately.
3. Non-compliance of a certification audit, including incompleteness, within the time frame allotted will result in suspension of certification.
 - a) A certificant will be issued a suspension letter and provided ten (10) business days to request a 6-month extension. If after the ten (10) business days, no extension has been requested and the audit is still incomplete, the certification will be terminated effectively immediately.
4. Certifications may be revoked, suspended or terminated per the Standard Operating Procedure (SOP) guidelines.
5. Certification is non-transferrable.

ARTICLE V – MEMBERS OF THE CERTIFIED SAFE PATIENT HANDLING
PROFESSIONALS BOARD (CSPHPB)

1. The CSPHPB shall consist of the following members: (I) Professional Certification Chair, (II) Certification and Renewal Committee Chair, (III) Examination Committee Chair, (IV) Member of one of the Certification committees. *(V) An Ad Hoc Member may be added at the discretion of the Professional Certification Chair for a length that shall be determined by the Professional Certification Chair, and may vote on items as deemed necessary. An Ad Hoc Member need not be a member of the Corporation, but must be SPHM certified (i.e. CSPHA, CSPHC, CSPHP). (VI) The Executive Director shall be an ex-officio, non-voting member.
 - a) For purposes of these Bylaws, a CSPHPB member shall be referred to as "executive member."
 - b) Each member of the CSPHPB shall be appointed annually.
 - i. The Professional Certification Chair shall be appointed by executive members and need not be a member of the Board of Directors of the Corporation.
 - ii. Chairs of the standing committees (Certification and Renewal; Examination) shall be appointed by the Professional Certification Chair.

Chairs of the standing committees need not be members of the Board of Directors of the Corporation.

- iii. If the Professional Certification Chair and Chairs of the standing committees are not members of the Board of Directors of the Corporation, the Professional Certification Chair will be expected to attend monthly meetings of the Board in order to remain aware of activities of the Corporation that may affect the Professional Certification. The Professional Certification Chair will adhere to the confidentiality of all matters pertaining to the Board of the Corporation and will not be allowed to partake in voting.

ARTICLE VI – POWERS OF THE CERTIFIED SAFE PATIENT HANDLING
PROFESSIONALS BOARD (CSPHPB)

1. The business and affairs of the Professional Certification shall be managed by CSPHPB. The CSPHPB may exercise all powers of the Corporation and do all lawful acts and things as are directed or required to be exercised and done by statute, the Articles of Incorporation or these Bylaws; provided, however, that the CSPHPB may not engage directly or indirectly in any activity that would invalidate the Corporation's status (I) as an organization of the type described in Section 501(c)(3) of the Code, or in the corresponding provision of any subsequent law, or (II) as an organization to which contributions are deductible under Section 170(c)(2) of the Code, or under the corresponding provision of any subsequent law.
2. All committees of the Professional Certification report directly to the CSPHPB.
 - a) The CSPHPB has full autonomy in all decision making regarding essential certification activities, this includes but is not limited to changes to policies and procedures, the addition/subtraction of certification levels, suspension and termination, certification appeals, marketing, etc.
 - i. All decisions by the CSPHPB shall be by majority vote.
 - b) In accordance with the Institute of Credentialing Excellence (ICE) and NCCA Accreditation Standards, the CSPHPB must not have any undue influence from any other body, including the Corporation Board and/or Corporation Executive Team.
 - i. The Corporation Board and/or Corporation Executive Team may not vote on certification activities.

- c) The CSPHPB participates in quarterly dialogue and reporting of certification activities to the Corporation President, Corporation Board and/or Corporation Executive Team at their discretion.

ARTICLE VII – MEETINGS OF THE CERTIFIED SAFE PATIENT HANDLING
PROFESSIONALS BOARD (CSPHPB)

1. Meetings of the CSPHPB may be held at such times and at such place as may be designated provided that the CSPHPB shall have at least four (4) regular meetings during the calendar year. Executive members may attend meetings by teleconferencing/videoconferencing which shall constitute presence in-person at the meeting for the purposes of these Bylaws.
2. Special meetings of the CSPHPB may be called by the Chair of Professional Certification with a one (1) day notice to each executive member, either by phone or electronically in writing.
3. A Quorum shall consist of a majority of the executive members, one of which must be the Professional Certification Chair attending in-person or via tele/videoconferencing. All decisions will be made by a majority vote of those present at a meeting at which the quorum is present. If a majority of the executive members are not present at said meeting, the meeting will still be held. Decisions requiring a vote, however, will be tabled until the following meeting or the vote can be taken by written or electronic means given a majority consent of those present.
4. All meetings shall be governed through Robert’s Rules of Order for parliamentary procedure.

ARTICLE VIII – LIABILITY OF THE CERTIFIED SAFE PATIENT HANDLING
PROFESSIONALS BOARD (CSPHPB)

1. An executive member of the Professional Certification shall stand in a fiduciary relation to the Professional Certification and shall perform his/her duties, including his/her duties as a member of any committee of the Professional Certification upon which he/she may serve, in good-faith, in a manner he/she reasonably believes to be in the best interests of the Professional Certification, and with such care, including reasonable inquiry, skill and diligence as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, an executive member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following: (a) one or more employees of the Corporation who the executive member reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants or other persons as to matters which the executive member reasonably believes to be within the professional

or expert competence of such persons; or (c) a committee of the Professional Certification upon which he/she does not serve, duly designated in accordance with law, as to matters within its designated authority, which the executive member reasonably believes to merit confidence. An executive member shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

2. In discharging the duties of their respective positions, the CSPHPB and committees of the Professional Certification may, in considering the best interests of the Professional Certification consider the effects of any action upon the certificants of the Certified Safe Patient Handling Professionals™, and the professional advancement/education thereof. The consideration of these factors shall not constitute a violation of Article VIII.
3. Absent breach of fiduciary duty, lack of good-faith or self-dealing, actions taken as an executive member of any failure to take any action shall be presumed to be in the best interests of the Professional Certification.
4. An executive member of the Professional Certification shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless: (a) the executive member has breached or failed to perform the duties of his/her office; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

ARTICLE IX – COMMITTEES OF THE PROFESSIONAL CERTIFICATION

1. The Professional Certification is responsible for all policies, procedures and issues governing or affecting certification. The standing committees of the Professional Certification shall include the following: (I) Certification and Renewal, (II) Examination.
 - a) Certification and Renewal: responsible for reviewing all applicants; processing certificant renewals; certification mentorship; maintaining all certification documentation; promoting/marketing certification; examination proctorship.
 - b) Examination: responsible for developing, maintaining and validating certification examinations (including vetting exam questions for validity); ensuring exams are current and relevant against evidence-based literature; periodically validating examinations for response accuracy; securing and administering certification examinations; examination proctorship
2. Participation on Professional Certification committees is a privilege of members of the Corporation. Only those members of the Corporation that are current with their membership fee (active members) are permitted to serve.

3. Members of the standing committees (Certification and Renewal; Examination) need not be members of the Board of Directors of the Corporation.
 - a) Members of the standing committees must be SPHM certified.
 - i. Only those who have received their CSPHP level SPHM certification may serve on the Examination Committee.
4. The Executive Director shall be an ex-officio, non-voting member of all committees. The duties of the Executive Director shall be identified in a job description develop by the CSPHPB.
5. Each committee Chairperson and member shall serve for a term of one (1) year, or as otherwise approved by the CSPHPB.

ARTICLE X – INDEMNIFICATION OF EXECUTIVE MEMBERS,
EMPLOYEES AND AGENTS

1. The Professional Certification shall indemnify any executive member and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than any action by or in the right of the Professional Certification, by reason of the fact that he/she is or was an executive member, employee or agent of the Professional Certification, or is or was serving at the request of the Corporation as an executive member, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit or proceeding if such person acted in good-faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Professional Certification, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.
2. The Professional Certification shall indemnify any executive member, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit by or in the right of the Professional Certification to procure a judgment in its favor by reason of the fact that he/she is or was an executive member, employee or agent of the Professional Certification or is or was serving at the request of the Professional Certification as an executive member, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust of other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection with the defense or settlement of such action

or suit if such person acted in good-faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Professional Certification and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Professional Certification unless and only to the extent that the court of common pleas of the county in which the registered office of the Professional Certification is located or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of common pleas or such other court shall deem proper.

3. The indemnification and advancement of expense provided by, or granted to, this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of disinterested executive members or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office. It is the policy of the Professional Certification that indemnification of, and advancement of expenses to, executive members of the Professional Certification shall be made to the fullest extent permitted by law. To this end, the provisions of this Article X shall be deemed to have been amended for the benefit of the executive members of the Professional Certification effective immediately upon any modification of the Pennsylvania Nonprofit Corporation Law of 1988 ("NPCL") or any modification, or adoption of any other law that expands or enlarges the power or obligation of corporations organized under the NPCL to indemnify, or advance expenses to, executive members of the corporations.
4. The Professional Certification shall pay expenses incurred by an executive member, and may pay expenses incurred by any other employee or agent, in defending an action, or proceeding referred to in this Article X in advance of the final disposition of such action or proceeding upon receipt of any undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Professional Certification.
5. The indemnification and advancement of expense provided by, or granted pursuant to, this Article X shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be an executive member, employee or agent of the Professional Certification and shall inure to the benefit of the heirs, executors and administrators of such person.
6. The Professional Certification shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to: (a) deposit funds in trust or in escrow; (b) establish any form of self-insurance, (c) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of the Professional

Certification; or (d) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article X. The provisions of this Article X shall be not deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 1 or Section 2 of this Article X but whom the Professional Certification has the power or obligation to indemnify, or to advance expenses for, under the provision of the NPCL or otherwise. The authority granted by this Section X shall be exercised by the CSPHPB of the Professional Certification.

7. The Professional Certification shall have the authority to enter into a separate indemnification agreement with any executive member, employee or agent of the Professional Certification or any subsidiary providing for such indemnification of such person as the CSPHPB shall determine up to the fullest extent permitted by law.
8. As soon as practicable after receipt by any person specified in Section 1 or Section 2 of this Article X of notice of the commencement of any action, suit or proceeding specified in Section 1 or Section 2 of this Article X, such person shall, if a claim with respect thereto may be made against the Professional Certification under Article X of these Bylaws, notify the Professional Certification in writing of the commencement or threat thereof; however, the omission so to notify the Professional Certification shall not relieve the Professional Certification from any liability under Article X of these Bylaws unless the Corporation shall have been prejudiced thereby or from any other liability which it may have to such person other than under Article X of these Bylaws. With respect to any such action as to which such person notifies the Professional Certification of the commencement or threat thereof, the Professional Certification may participate therein at its own expense and, except as otherwise provided herein, to the extent that it desires, the Professional Certification, jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the Professional Certification. After notice from the Professional Certification to such person of its election to assume the defense thereof, the Professional Certification shall not be liable to such person under Article X of these Bylaws for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided herein. Such person shall have the right to employ his own counsel in such action, but the fees and expenses of such counsel incurred after notice from the Professional Certification of its assumption of the defense thereof shall be at the expense of such person unless: (a) the employment of counsel by such person shall have been authorized by the Professional Certification; (b) such person shall have reasonably concluded that there may be a conflict of interest between the Professional Certification and such person in the conduct of the defense of such proceeding; or (c) the Professional Certification shall not in fact have employed counsel to assume the defense of such action. The Professional Certification shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Professional Certification or as to which such person shall have reasonably concluded that there may be a conflict of interest. If indemnification under Article X of these Bylaws or advancement of expenses are not paid or made by the

Professional Certification, or on its behalf, within ninety (90) days after a written claim for indemnification or a request for advancement of expenses has been received by the Professional Certification, such person may, at any time thereafter, bring suit against the Professional Certification to recover the unpaid amount of the claim or the advancement of expenses. The right to indemnification and advancements of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the Professional Certification. Expenses reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the Professional Certification.

9. The Professional Certification shall have the power to purchase and maintain insurance on behalf of any person who is or was an executive member, employee or agent of the Professional Certification, or is or was serving at the request of the Professional Certification as an executive member, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Professional Certification would have power to indemnify him against such liability under the provisions of this Article X.

ARTICLE XI – BOOKS AND RECORDS

1. The Professional Certification shall keep an original or duplicate record of the proceedings of the CSPHPB, and the original or a copy of these Bylaws, including all amendments thereto to date, certified by the Executive Director of the Professional Certification. The Professional Certification shall also keep appropriate, complete and accurate books or records of account and certification. The records provided herein shall be kept at either the registered office or at the principal place of business.
2. Every certificant shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the certificant registry, books and records of account, and records of the proceedings of the certifiants and CSPHPB and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a certificant. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorized the attorney or other agent to so act on behalf of the certificant.

ARTICLE XII – TRANSACTION OF BUSINESS

1. As stated in the Corporation's Bylaws, twenty-five (25) % of the corporate sponsorship revenue from the Corporation will be allocated to the Professional Certification.
2. All checks or demands for money and notes of the Professional Certification shall be signed by such Corporate representatives as the CSPHPB may from time to time designate.

ARTICLE XIII – ANNUAL REPORT

1. The CSPHPB shall present annually to the Corporation's Board of Directors and to the membership a report, verified by the Corporation's President and Treasurer, showing in appropriate detail the following (amongst other things):
 - a) The assets and liabilities, including any trust funds, of the Professional Certification as of the end of the fiscal year immediately preceding the date of the report;
 - b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report;
 - c) The revenue or receipts of the Professional Certification, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Professional Certification;
 - d) The expenses or disbursements of the Professional Certification, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Professional Certification;
 - e) The number of certificant of the Professional Certification as of the date of the report together with a statement of increase or decrease in such manner during the year immediately preceding the date of the report.
2. This report shall be filed with the meeting minutes of the CSPHPB and the Corporation's Board of Directors.

ARTICLE XIV – NOTICES

Whenever written notice is required to be given to any person under the provision of these Bylaws, it may be given to such person either personally or by sending a copy thereof by:

- a) First-class or express mail, or
- b) Facsimile transmission, e-mailer or other electronic communication

ARTICLE XV – FISCAL YEAR

The fiscal year of the Professional Certification shall begin on the first day of January of each year and end on the last day of the succeeding December.

ARTICLE XVI – CONFLICT OF INTEREST

1. The purpose of the Conflict of Interest Policy is to protect the Professional Certification's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an executive member or a committee member of the Professional Certification or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. Any executive member or member of a committee with CSPHPB delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
 - a) A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Professional Certification has a transaction or arrangement;
 - ii. A compensation arrangement with the Professional Certification or with any entity or individual with which the Professional Certification has a transaction or arrangement;
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Professional Certification is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts and favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3a of this Article XVI, a person who has a financial interest may have a conflict of interest only if the CSPHPB or appointed committee decides that a conflict of interest exists.

3. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the executive members or members of a committee with CSPHPB delegated powers considering the proposed transaction or arrangement.
 - a) After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the CSPHPB or committee meeting while the determination of a conflict of interest is discussed and voted upon. The CSPHPB or appointed committee shall decide if a conflict of interest exists.
 - b) If a conflict of interest exists, the following procedure shall be adopted for addressing the conflict of interest:
 - i. An interested person may make a presentation at the CSPHPB or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The Chairperson of the Professional Certification shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the CSPHPB or committee shall determine whether the Professional Certification can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the CSPHPB or committee shall determine by a majority of vote of the disinterested executive members whether the transaction or arrangement is in the Professional Certification's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
 - c) The following procedure shall be adopted for addressing violations of the Conflict of Interest Policy:

- d) Understands the Corporation the Professional Certification is affiliated with is charitable, and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
7. To ensure the Professional Certification operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize the Corporation's tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the results of arm's length bargaining.
 - b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Professional Certification and Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
8. When conducting the periodic reviews as provided for in Article XVI, Section 7, the Professional Certification may, but need not use, outside advisors. If outside experts are used, their use shall not relieve the CSPHPB of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XVII – AMENDMENTS

Bylaws may be adopted, amended or repealed by the vote of executive members and standing committee members of the Professional Certification are entitled to cast, at least a majority of the votes which all members present are entitled to cast thereon at any regular or special meeting or electronic voting duly convened after notice to the members of that purpose.