

# **Bylaws of the Vermont Highway Safety Alliance**

## **Article I: Name**

The name of this organization is the Vermont Highway Safety Alliance (hereafter referred to as the “VHSA” or the “Alliance”). The Alliance shall be an independent, non-profit organization.

## **Article II: Objective**

The objective of the VHSA is to significantly reduce the number of crashes on Vermont’s highway through a collaborative and unified effort.

## **Article III: Membership**

Section 1: The Alliance shall have two types of membership: Organizational membership and individual membership. Organizational membership shall be open to any private corporation, non-profit organization, local, state or federal agency committed to the objective of the VHSA. Individual membership shall be open to all persons having an interest in the objective of the VHSA.

Section 2: Applicants shall become members upon submission of a request to the Secretary for review and approval.

Section 3: Membership shall terminate when a member provides the Secretary with a written request to withdraw from membership. Membership may be terminated for other just cause, provided a written report is submitted to and approved by a two-thirds (2/3) vote of the Board of Directors.

## **Article IV: Board of Directors**

Section 1. General Powers and Responsibilities: The Board shall establish policies and directives governing business and programs of the Alliance and shall delegate to the Executive Director, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Section 2. Numbers and Qualifications: The business, affairs and property of the Alliance shall be managed by a Board of Directors of no fewer than eight (8), nor more than fifteen (15). The number of Directors may be increased or decreased by a majority vote of the Board of Directors. No such resolution may impair the rights of a sitting Board member. Six of the Board of Director positions shall be considered "Core" positions and shall be reserved for one representative from each of the following six state agencies and/or units as determined by the Board and those entities: Transportation Highway Division, Department of Public Safety, Department of Health, State Highway Safety Office, Department of Motor Vehicles, and Vermont Driver Safety Education.

Board members may be organizational members or individual members. Even though organizational members may have more than one official representative; an organization may hold only one seat on the Board unless the Chair of the Board is also from that organization.

When an organizational member holds a Board seat, it shall be filled by that organization's primary representative, provided that the primary representative shall be allowed to designate one of the organization's secondary representatives to sit and vote in his or her place at any Board of Directors meeting.

The Board may invite representatives from three Federal Department of Transportation Agencies to participate in Board discussions: the National Highway Traffic Safety Administration; the Federal Highway Administration, and the Federal Motor Carrier Safety Administration.

The past Chair and past Vice Chair may serve as non-voting (ex-officio) members of the Board for one year after their term expires.

Section 3. Good Standing: Board members must be in good standing with the Alliance at the time of their election. Good standing includes, but is not limited to, attendance at three quarters (3/4) of scheduled meetings and having been an active member of the Alliance for a minimum of one year. "Active" is defined as participating in specific VHSA activities.

Section 4. Board Compensation: The Board shall receive no compensation other than for reasonable expenses.

Section 5. Board Elections: Board Members shall be elected at the December board meeting. The ex-officio and core positions shall be filled as set forth in Article IV, Section 2, and shall not be subject to the election process.

Section 6. Term of Officers and Board Members: The Chair and the Vice Chair shall hold office for one (1) three-year term. Term limits do not apply to the Secretary, Treasurer, or other Board Members.

Section 7. Nomination and Election Process: The nomination and election process for Board positions shall be determined by the Board of Directors and in general conformance with Robert's Rules. To maintain diverse representation on the Board, the nomination procedure shall consider membership balance, variation in the four E's (engineering, enforcement, education and EMS) and past member participation. Nominations for incoming board members should be made at the October board meeting. Elections for incoming board members should be made at the Annual Meeting held in December.

Section 8. Board Meetings: The Board shall meet at least every other month. The Board meetings will be at times and locations determined by the Board of Directors, the Chair or Executive Director. The purpose of the meetings is to hear and act upon reports of the Task Force Groups, conduct the business of the Alliance and to establish policies and procedures to guide Alliance activities.

Section 9: Quorum: A quorum at any meeting of the Board shall consist of one half (1/2) of the number of Directors currently serving, rounded upwards. A notice and an agenda for all Board meetings shall be transmitted via email to Board members one week in advance of the meeting.

Section 10. Voting: Each Board member shall only have one vote.

Section 11. Proxy: Board members shall not be allowed to vote by written proxy.

Section 12. Open Meeting Policy: Board meetings shall be open to all Alliance members, unless the Board, for good cause and by two-thirds (2/3) vote, goes into an executive session. Members shall be provided appropriate notice by the Chair or designee if a regularly scheduled Board of Directors meeting is designated as an executive session.

Section 13. Meeting Attendance: All Board members, with the exception of the ex-officio positions, must attend three quarters (¾) of the Board of Directors meetings, unless excused by the Chair. Three consecutive absences may constitute grounds for removal by a simple majority vote of the Board of Directors.

Section 14. Removal: A Director may be removed from office at any time, with or without cause, by a majority vote of the then-serving Directors. Should a Director be absent for three (3) consecutive regular meetings, without proper notice to the Executive Director or the Chair, the Director shall be removed from office, unless a majority of the remaining Directors votes otherwise.

Section 15. Resignation and Vacancies: A Board member may resign at any time by giving written notice to the Chair or Executive Director. A Board member, other than a core board member or an ex-officio board member, may be removed from office by a majority vote of the Board. In the event of a Board vacancy, the Board, by majority vote, may select an Alliance member meeting the requirements outlined in Article IV, Section 2, to fill the vacancy for the remainder of the term. Such interim appointments do not count against any applicable term limits.

"Core" Board positions that become vacant shall only be filled by another representative determined by that "Core" Department.

All other Board positions that become vacant when an organizational member resigns, are considered open and are not automatically filled by another representative from the organization, since the individual, not the organization holds the Board position.

Section 16. Increasing Board Size: The Board may vote to increase the number of Directors as provided in Article IV, Section 2 at a meeting of the Board. The Board may fill the seat by majority vote. Any new Director so named shall hold office until the next regular election of Directors.

## **Article V: Officers**

Section 1. Officers and Duties: At the first Board of Directors meeting, following the Annual Meeting, the Board shall nominate and elect a Chair, Vice Chair, Secretary and Treasurer. All officers will assume their duties immediately following their election. The Chair and Vice Chair shall serve no more than one three (3) year term. The Secretary and Treasurer need not be voting members of the Board.

Section 2. Nominations: The Chair shall coordinate the nomination and election process. Nominated Board members must verbally accept their nomination before the vote can be held. Voting by proxy is not permitted.

Section 3. Resignations: An officer may resign by providing written notice to the Chair or the Executive Director. If the Chair desires to resign, notice should be submitted to the Executive Committee and the Executive Director. Any resigning officer must provide a minimum of a one (1) month notice to the Chair, Secretary, Board and Executive Director. An officer may be removed from office by a majority vote of the Board. In the event an officer position becomes vacant, the Board of Directors shall solicit from the membership nominations to fill the vacancy. The Board, by majority vote, shall elect a new officer provided they meet the requirements outlined in Article IV, Section 2 to fill the vacancy. Such interim appointments do not count against any applicable term limits.

Section 4. Chair: The Chair shall preside at all Alliance meetings. The Chair, in consultation with the Board of Directors and Executive Director shall:

- Direct and supervise the activities of the Executive Director.
- Authorize task force group leaders and subcommittees as needed to carry out the activities of the Alliance
- Supervise the activities of the membership
- Prepare descriptions for all officer positions
- Ensure the Alliance's Bylaws are complete and updated.
- Perform the duties inherent in the office of Chair subject to the direction of the Board

Section 5. Vice Chair: The Vice Chair shall act for the Chair and preside at meetings in the absence of the Chair. The Vice Chair shall perform the duties inherent in the office of Vice Chair subject to the direction of the Board.

Section 6. Secretary: The Secretary, or designee, subject to the approval of the officers, shall:

- Keep minutes of all meetings.
- Perform the duties inherent in the office of the Secretary subject to the direction of the Chair or the Alliance.

Section 7. Treasurer: The Treasurer, or designee subject to the approval of the officers, shall:

- See to the custody of all funds, securities, books of account and financial records of the Alliance. Provide for receiving monies.
- See to the deposit of these monies in such banks, trust companies, and other depositories as shall be selected by the officers.
- See to such payments and other financial obligations of the Alliance as may be determined necessary, convenient or proper to be made on behalf of the Alliance,
- Exhibit the books of the Alliance at all reasonable times to any member of the Alliance.
- Make regular written reports to the Chair, Executive Director, and officers at each scheduled meeting.

- Perform the duties inherent in the office of the Treasurer subject to the direction of the Chair, Executive Director, or the Alliance.
- In cooperation with the accountant ensure that annual tax returns are filed.

**Section 8. Executive Director:**

- Ensure all required notices are sent, including agendas
- Ensure that the Alliance website is up to date with minutes, agendas and related documentation of the Alliance, Board and Focus Groups.
- It shall be the responsibility of the Executive Director, in general, to supervise and conduct all activities and operations of the Alliance, subject to the control, advice and consent of the Board of Directors.
- The Executive Director shall keep the Board of Directors informed, shall freely consult with them in relation to all activities of the Alliance, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended.
- The Executive Director shall be empowered to act, speak for, or otherwise represent the Alliance between meetings of the Board.
- The Executive Director is authorized to execute in the name of the Alliance all contracts and other documents authorized either generally or specifically by the Board to be executed by the Alliance, and to negotiate any and all material business transactions of the Alliance.
- The Executive Director serves as an ex-officio member of the Board.

**Article VI: Task Force Groups/Subcommittees**

**Section 1:** Task Force Groups or Subcommittees may be appointed as outlined in Article V, Section 4. Task Force Groups shall be the working groups of the Alliance. The number, function and mission of each Focus Group shall be reviewed and approved by the Board at the Annual VHSA Membership Meeting. The Chair has the right to be an ex-officio voting member of each Focus Group or Subcommittee.

**Section 2:** Each Task Force Group or Subcommittee shall be assigned a "designated" Board member to ensure that:

- An initial meeting is scheduled with regular meetings scheduled as needed.
- A Chair is selected for each group or subcommittee.
- A mission statement is accepted, and the objectives of the group are set and actively pursued.
- The Task Force Group or Subcommittee represents the Alliance. The Board is regularly updated on the status of the Focus Group or Subcommittee.

## **Article VII: Alliance Meetings**

**Section 1. Annual Meeting:** The Annual Meeting of the Alliance shall be held no later than December 30th of each year at a time and place determined by the Board of Directors. The purpose of the Annual Meeting shall be to:

- Receive the reports of the Alliance officers, Task Force Groups and Subcommittees.
- Review and report on current Alliance focus areas and activities.
- Determine Alliance focus areas and activities for the coming year.
- Consider all items of interest to the membership.
- Elect new Board members.

**Section 2. Annual Meeting Notification:** Alliance members shall be notified of the Annual Meeting time and place by the secretary no later than one month prior to the meeting date. If a meeting is canceled, appropriate notice shall be sent as soon as possible to Alliance members by the secretary.

**Section 3. Meeting Schedule:** A yearly schedule of Alliance meetings shall be published for the membership. All meetings shall be open to all members. Members may request items to be included on the agenda for meetings by notifying the Executive Director, Chair and/or Secretary in writing at least one week prior to the scheduled meeting.

**Section 4. Special Meetings:** Special meetings may be called by the Chair or by twenty percent (20%) of the Alliance membership. This shall be done by written notice to the Alliance members, at least one week prior to the meeting stating the purpose of the special meeting, and in accordance with Alliance procedures.

**Section 5. Quorum:** A quorum at any meeting of the Alliance membership shall be at least twelve (12) members. Two-thirds (2/3) vote of the number present constitutes the Act of the Membership.

**Section 6. Voting:** All members present at a meeting, shall have one vote. All business and proposed actions are subject to Board approval.

**Section 7. Governance:** Robert's Rules of Order, current edition, shall govern all parliamentary proceedings. The Chair, or designee, shall make all interpretations of rules. The Board of Directors may simplify parliamentary proceedings, as agreed upon by the Board.

**Section 8. Public Policy Positions:** The Board of Directors or Executive Director shall represent the Alliance when taking a position on public policy issues or Alliance procedures. The Board of Directors or Executive Director shall ensure reasonable efforts are made to obtain input from all members. The Board shall fully consider this input before making a decision on the issue. The Board or Executive Director shall consider designating one or more spokespersons to represent the Alliance in public forums and in the media.

## **Article VIII. Contracts, Loans, Checks, Deposits, Donations, and Fundraising**

**Section 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 VHSA, and such authority may be general or confined to specific business.

**Section 2. Loans:** No loans shall be contracted on behalf of the VHSA, 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 3. Checks, Drafts, or Orders:** All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness shall be signed by two (2) of the following three (3) Officers; the Chair, Vice Chair, and the Treasurer of the VHSA and in such manner as from time to time shall be determined by resolution of the Board of Directors.

**Section 4. Deposits:** All funds of the VHSA not otherwise employed shall be deposited from time to time to the credit of the VHSA in such banks, trust companies, or other depositories, as the Board of Directors shall select.

**Section 5. Donations:** All donations to the VHSA shall be unrestricted unless otherwise stated in the donation and agreed to by a majority of the Board. Upon acceptance of a restricted donation, the donation shall be tracked and appropriately dispersed in accordance with restrictions using an “automated financial management system”.

**Section 6. Fundraising:** Fundraising: Fund raising activities may be undertaken as deemed necessary to insure solvency of the VHSA. Such activities will be approved by the Board of Directors.

## **Article IX. Books and Records**

The VHSA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having and exercising any of the authority of the board of directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the VHSA may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

## **Article X: Alliance Policies and Procedures**

Alliance policies and procedures as outlined in the Bylaws and other Alliance documents are developed for the efficient operation of the Alliance. Amendments to policies and procedures may be made by a two-thirds (2/3) vote of the Board of Directors provided notice of the meeting is presented to the Board members in accordance with Alliance policies and procedures.

**Article XI: Fiscal Year**

The fiscal year of the Alliance shall begin on January 1 and end on December 31.

**Article XII: Amendments**

Amendments of these Bylaws may be made by two-thirds (2/3) vote of the Board of Directors provided notice of the meeting, including the full text of the proposed amendment(s) is presented in writing to the Board of Directors and to the membership in accordance with Alliance procedures.

**Article XIII: Dissolution**

In the event that the Alliance dissolves, all remaining assets of the Alliance shall, after necessary expenses are paid, be distributed to one or more organizations that qualify under Section 501(c)(3) of the Internal Revenue Code as amended, in such a manner as will best accomplish the general purpose of the Alliance. Dissolution of the Alliance and the method of disbursement for all assets requires a positive vote of two-thirds (2/3) of the Alliance membership present at a membership meeting at which a quorum is present. One month written notice is required for a Dissolution meeting. The Chair is responsible for presenting the Board recommendation relative to dissolution and a schedule of assets with a proposal for disbursement. No part of the net assets or net earnings of the VHSA shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the organization.

**Document History:**

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