

Bylaws of the Vermont Highway Safety Alliance

June 28, 2012

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 submittal of request to the Secretary for review and approval.

Section 3: Membership shall terminate when a member provides 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: 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 Departments, as determined by those entities: Transportation, Public Safety, Health, Education, Governor's Highway Safety, and Motor Vehicles. The Board may include three non-voting ex-officio positions that shall be held by a National Highway Traffic Safety Administration (NHTSA) representative, a Federal Highway Administration (FHWA) representative, and a Federal Motor Carrier Safety Administration (FMCSA) representative, as determined by those agencies. If elected as an officer, the ex-officio shall serve as a non-voting member during his/her term of office. 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 on a VHSA Focus Group or sub group and/or involved in specific VHSA activities.

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 from that organization. When an Organizational member holds a seat on the Board, it shall be filled by that organization's primary representative, as defined in Article VII, Section 7, 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.

Section 2: Board Members shall be elected at the Annual VHSA Meeting. Board Members shall hold office for either a two year or three year term beginning immediately following the election. The ex-officio and core positions shall be filled as set forth in Article IV, Section 1, and shall not be subject to the election process.

Section 3: The nomination and election process for Board positions shall be determined by the Board of Directors, as defined by the Alliance procedures, 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.

Section 4: The Board shall meet at least every other month. The Board meetings will be at times and locations determined by the Board of Directors or by the Chair. The purpose of the meetings is to hear and act upon reports of the Focus Groups, conduct the business of the Alliance and to establish policies and procedures to guide Alliance activities. 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 the Alliance membership and posted on the Alliance website one week in advance of the meeting.

Section 5: 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 6: All Board members, with the exception of the ex-officio positions, must serve on at least one Focus Group and attend three quarters (¾) of the Board of Directors meetings, unless excused by the Chair. Three consecutive absences or failure to actively participate on a Focus Group may constitute grounds for removal by a simple majority vote of the Board of Directors.

Section 7: A Board member may resign at any time by giving written notice to the Chair. 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 1, 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 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 8: The Board may vote to increase the number of Directors as provided in Article IV, Section 1 at the Annual Meeting. 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: 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 a one year term of office. The Chair and Vice Chair shall serve no more than three (3) consecutive terms. The Secretary and Treasurer need not be voting members of the Board.

Section 2: 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: An officer may resign by providing written notice to the Chair. If the Chair desires to resign, notice should be submitted to the Board. Any resigning officer must provide a minimum of a one month notice to the Chair, Secretary and Board. 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 1 to fill the vacancy. Such interim appointments do not count against any applicable term limits.

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

- Authorize and appoint Focus Groups, Focus 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 Alliance Bylaws are complete and updated,
- Perform the duties inherent in the office of Chair subject to the direction of the Board.

Section 5: 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: The Secretary, or designee, subject to the approval of the officers, shall:

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

Section 7: 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 moneys 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 and officers at each scheduled meeting.
- Perform the duties inherent in the office of the Treasurer subject to the direction of the Chair or the Alliance.

Article VI: Focus Groups/Subcommittees

Section 1: Focus Groups or Subcommittees may be appointed as outlined in Article V, Section 4. Focus 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 Focus 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 Focus Group or Subcommittee.
- A mission statement is accepted and the objectives of the Group are set and actively pursued.
- The Focus 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: The Annual Meeting of the Alliance shall be held no later than November 1st 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, Focus 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.

Voting by proxy shall not be permitted at the Annual Meeting.

Section 2: 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: 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 Chair and/or Secretary in writing at least two weeks prior to the scheduled meeting.

Section 4: 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: A quorum at any meeting of the Alliance membership shall be at least twelve (12) members. Two thirds vote of the number present constitutes the Act of the Membership.

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

Section 7: 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: The Board of Directors shall represent the Alliance when taking a position on public policy issues or Alliance procedures. The Board of Directors 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 shall consider designating one or more spokespersons to represent the Alliance in public forums and in the media.

Article VIII: 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 IX: Fiscal Year

The fiscal year of the Alliance shall begin on July 1 and end June 30.

Article X: 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 XI: 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.