

## **BY-LAWS**

The affairs and activities of Drive Safe Hampton Roads, Inc., (the "Corporation") shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code") affecting nonprofit organizations described in Section 501 (c) (3) of the Code.

### **ARTICLE I - NAME**

Section 1. The name of the organization shall be Drive Safe Hampton Roads.

Section 2. The Corporation has no seal.

### **ARTICLE II - PURPOSE**

Section 1. The purpose of Drive Safe Hampton Roads is to promote citizen and community involvement and awareness in traffic safety through:

- a) Education programs;
- b) Dissemination of information and materials;
- c) The exchange of knowledge;
- d) Liaisons with local organizations interested in traffic safety;
- e) Conducting its affairs in a manner that will reflect the standards of the community;
- f) Development of strategies and programs;
- g) Traffic safety assessments and evaluations.

### **ARTICLE III - MEMBERSHIP**

Section 1. Membership in Drive Safe Hampton Roads shall be open to anyone with a vested interest in traffic safety. Application for membership can be made at any time. Termination of membership shall occur upon written notice from the member. Email notice is acceptable.

Section 2. Code of Ethics: Refer to Addendum 1

### **ARTICLE IV - ORGANIZATION**

Section 1. Drive Safe Hampton Roads is an independent, non-profit and non-political corporation.

Section 2. Drive Safe Hampton Roads address is P.O. Box 6293, Virginia Beach, VA 23456 and serves the entire Hampton Roads area as programs and resources allow.

- Section 3. There shall be a Board of Directors to oversee the business of the Corporation.
- Section 4. There shall be Officers of the Corporation, designated by the Board, responsible for guiding the operation of Drive Safe Hampton Roads in accordance with the stated purpose
- Section 5. There shall be a Steering Committee consisting of: the President, Immediate Past President, Vice-President, Treasurer, Chairs of Committees, Legislative / Government Affairs Liaison, and two At-Large Advisors from the general membership.
- Section 6. A simple majority of the Steering Committee at a Steering Committee meeting, with at least two of those present being elected officers, shall constitute a quorum. A **majority** of the number of acting Steering Committee members serving at the time of any meeting shall constitute a quorum for the transaction of business. The act of a majority of Steering Committee members present at a meeting at which a quorum is present shall be the act of the Steering Committee. **Less than a quorum will require a telephone or email polling of the remaining Steering Committee members before action may be taken.**
- Section 7. In the event of a tie, the President is the deciding authority.
- Section 8. Drive Safe Hampton Roads fiscal year shall be from January 1 – December 31.

## **ARTICLE V - BOARD OF DIRECTORS**

- Section 1. The business of the corporation shall be administered by its Board of Directors in accordance with its established goals.
- Section 2. Board Directors shall be elected by the general membership at the annual meeting of the Corporation in June of each year. Each Director must be a member of the organization.
- Section 3. The Board of Directors shall number at least five (5) and no more than 11 (eleven) maintaining an odd number. The term of service to be a minimum of two years with no cap on tenure.
- Section 4. Each year, the Board shall elect, from its members, a person to serve as Chairman to the Board. Term is one (1) year with no cap on tenure. This Chairman is also responsible, along with the President, for grant review and signature.

- Section 5. A director may resign at any time by giving written notice to the Chairman. Any vacancy occurring in the Board may be filled, for the remaining term of office, by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected only for the remaining term of his or her predecessor.
- Section 6. The Board shall meet at least once each year to conduct the business of the Corporation. Said meeting shall be held during the month of May or at such other time as the Chairman determines. The Chairman of the Board will fix the date, time and location of the meeting. Additional meetings of the Board may be held as the directors determine to be appropriate.
- Section 7. The Board shall appoint the Administrative Coordinator as the Corporate Secretary who shall:
- a) Keep the minutes of the Board;
  - b) See that meeting notices are distributed for the Board;
  - c) Be the custodian of the corporate records, including the minutes of all general and Steering Committee meetings, financial records, and annual reports;
- Section 8. The Board duties include financial review, setting policies, financial development, and administrative oversight.
- Section 9. The President is a member of the Board with no voting privileges.
- Section 10. A simple majority of the number of Directors elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. **Less than a quorum will require a telephone or email polling of the remaining board members before action may be taken.**
- Section 11. The Board of Directors shall be given at least seven (7) days notice by accepted forms of communication for Board meetings. Notice need not be given of the annual meeting or of regular meetings held at times and places fixed by resolution of the Board. Meetings may be held at any time without notice if all of the Directors are present, or if those not present waive notice in writing either before or after the meeting.

## ARTICLE VI - ELECTED OFFICERS

- Section 1. The Board of Directors shall elect officers of the organization. Term of office to be one year, with no cap on tenure. Elected officers shall be the President, Vice-President, and Treasurer.
- Section 2. Each officer shall be a member of Drive Safe Hampton Roads.

Section 3. The Board of Directors shall elect the officers of the Corporation at the Board's annual meeting in May. Induction of officers will take place at the Corporation's annual meeting in June.

Section 4. The President shall:

- a) Preside at regular and special meetings of the Steering Committee and the general membership;
- b) Represent Drive Safe Hampton Roads at meetings of other organizations where official representation of Drive Safe Hampton Roads is desirable;
- c) Provide leadership for programs and activities during term of office;
- d) Appoint such committees and chairmen as necessary to implement the objectives of Drive Safe Hampton Roads;
- e) Submit an annual report to the Board of Directors at the May meeting and to the annual June meeting of the general membership;
- f) Serve as, or designate, a media spokesperson;
- g) Contribute to the Drive Safe Hampton Roads newsletter;
- h) Review and approve grant proposals and fundraising requests prior to such requests being submitted to the appropriate agencies and organizations, along with the Board Chairman;
- i) Is a non-voting Board member;
- j) The President shall execute such contracts as needed for the operation of the Corporation, with appropriate Board approval of said contracts;
- k) May not hold any other positions within the organization unless approved by the Board of Directors; and
- l) The President shall appoint such committees and chairpersons as are necessary to implement the objectives of Drive Safe Hampton Roads.

Section 5. The Vice-President shall:

- a) Shall exercise the authority of the President in the President's absence or inability to act, and complete other duties as assigned by the President;
- b) The Vice-President shall be President Elect and shall assume the Presidency at the end of a one-year term as Vice President;
- c) Assist the President in coordination activities;
- d) Assume the duties of the Treasurer as necessary;
- e) Chair the John T. Hanna award nominations and awards activities;
- f) Represent Drive Safe Hampton Roads at community events.

Section 7. The Treasurer is the principle financial officer of the Corporation and shall:

- a) Maintain all financial records on behalf of the Corporation;
- b) Receive money on behalf of the Corporation, distribute monies as directed by the Drive Safe Hampton Roads Steering Committee in accordance with the instructions of the Board of Directors;

- c) Maintain Drive Safe Hampton Roads funds in a depository approved by the Board of Directors;
- d) Supervise all disbursements from the corporate account. The Treasurer plus three (3) other officers of the Corporation will have signature ability to sign checks up to \$500.00 without a cosigner. At least 2 of the approved signatures are required to cosign any checks above \$500.00.
- e) Pay all bills, keeps books of accounts, maintains all fiscal accounting for grants, prepare necessary tax returns, and report the financial condition of the Corporation to the Board of Directors and the Steering Committee;
- f) By May 31, submit a year end activity report to the Drive Safe Hampton Roads Board of Directors.
- g) There shall be an audit of the books by November 5 each year following the end of the grant cycle.
- h) The Treasurer shall assume the duties of the Vice-President or President if both are unable to serve, until such time as a successor is elected.
- i) Ensure all required yearly corporation filings are completed by October 1 (i.e. 990-N, VDACS).

## **ARTICLE VII - NOMINATIONS AND ELECTION OF OFFICERS**

- Section 1. The Board of Directors shall appoint a nomination chair no later than March of each year.
- Section 2. The nominating committee shall select interested member candidates for all elected offices by April. Any interested member of Drive Safe Hampton Roads in good standing may be nominated. Proposed officers will be submitted to the Board of Directors for consideration.
- Section 3. Election of officers for the ensuing year shall be held by the Board of Directors at their May annual meeting. The election results shall be announced and the officers inducted at the annual general meeting held in June.
- Section 4. The term of officers shall be for one year beginning in July, with no cap on tenure. One person may hold more than one office, except President.
- Section 5. The Board of Directors may remove any officer of the Corporation summarily, with or without cause, at any time. The Board of Directors may fill vacancies.

## **ARTICLE VIII - DUTIES OF COMMITTEE CHAIRPERSONS**

- Section 1. Committee chairpersons shall be appointed by the President of the Organization.

- Section 2. Only members of Drive Safe Hampton Roads shall be eligible to serve in any elected or appointed position.
- Section 3. The term of each chairperson shall be one (1) year, with no cap on tenure.
- Section 4. The Chairperson of each committee shall present proposed action plans to the Steering Committee for approval.
- Section 5. Each Committee shall submit a written quarterly and year-end report to the President and the Board of Directors.
- Section 6. Standing committee meetings will be held monthly at a time and place designated by the Committee Chairperson. Special meetings may be scheduled as deemed necessary by the Committee Chairperson.
- Section 7. The action of a majority of those members present at a committee meeting shall constitute the act of the committee.

#### **ARTICLE IX - DUES**

- Section 1. No dues are required for membership.

#### **ARTICLE X - MEETINGS**

- Section 1. General Meetings shall be held quarterly on the first Tuesday of the following months: June (annual meeting), September, December, and March, for the exchange of traffic safety knowledge. These meetings shall be open to the general public and their input shall be encouraged.
- Section 2. Standing committee meetings and special meetings may be scheduled as deemed necessary by the Committee Chairperson or the Chairman of the Board of Directors.
- Section 3. Steering Committee meetings shall be held the month prior to the Drive Safe Hampton Roads general meeting.
- Section 4. The latest edition of Robert's Rules of Order Newly Revised shall govern the transaction of business at all meetings of Drive Safe Hampton Roads unless otherwise provided for in these by-laws.

#### **ARTICLE XI - MISCELLANEOUS**

- Section 1. Drive Safe Hampton Roads may be dissolved by Drive Safe Hampton Roads members.

- a) A dissolution vote will be announced by the Steering Committee one month in advance of the final vote and the vote will be held at a regularly scheduled General meeting. A simple majority of those present will constitute a vote to dissolve the organization.
- b) Any remaining assets of the dissolved organization shall be distributed for one or more safety related exempt purposes within the meaning of 501 (c) (3) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code, or shall be distributed to the Federal Government or to a State or Local Government, for a public purpose.

Section 2. Any fund raising projects or activities shall be limited to activities, which are consistent with the purpose of Drive Safe Hampton Roads.

## **ARTICLE XII - RECORD KEEPING**

- Section 1. The Corporation shall keep a copy of the following records:
- a) Minutes of the Meetings - Three (3) years;
  - b) Correspondence - One (1) year;
  - c) Financial Records - Seven (7) years;
  - d) The Corporation's Articles or Restated Articles of Incorporation and all amendments to them currently in effect;
  - e) The Corporation's Bylaws or restated Bylaws and all amendments to them currently in effect;
  - f) A list of the names and business addresses of the Corporation's current Board and officers;
  - g) The Corporation's most recent annual report delivered to the State Corporation Commission;
  - h) Form 1023, Applicable for Recognition of Exemption, filed by the Corporation with the Internal Revenue Service.

Section 2. The Corporation shall maintain its records in written form or in such format capable of conversion into written form within a reasonable time.

## **ARTICLE XIII - AMENDMENTS**

Section 1. The general membership shall have the power to make, amend, or repeal the articles of incorporation and bylaws.

Section 2. The Steering Committee shall publish any proposed amendments to the membership at least 30 days in advance of the meeting at which action will be taken.

Section 3. Amendments on which action will be taken shall be voted on at a regular or special Drive Safe Hampton Roads meeting by simple majority. Proxy votes via fax, email, or postal mail are acceptable.

Section 4. Drive Safe Hampton Roads Corporate by-laws and articles of incorporation shall be reviewed at least once every three (3) years.

#### **ARTICLE XIV - LIABILITY AND INDEMNIFICATION**

Section 1. To the full extent the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of Directors or Officers, a Director or Officer of the Corporation shall not be liable to the Corporation for monetary damages.

Section 2. To the full extent permitted and in the manner prescribed by the Virginia Nonstock Corporation Act and any other applicable law, the Corporation shall indemnify a director or officer of the Corporation who is or was a party to any proceeding by reason of that fact he is or was such a director or officer or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 3. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

Section 4. Whenever used herein, the masculine pronouns shall include the feminine, the feminine shall include the masculine, the singular shall include the plural and the plural shall include the singular.

These Bylaws were duly adopted by the membership of this Corporation on the 13th day of September, 2016.

Deb Rocke, Board Chair

Revised July 19, 2016 by the Board of Directors  
Approved September 13, 2016 by the General Membership