

**DRIVE SAFE HAMPTON ROADS
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 – MISSION

Section 1. The mission of Drive Safe Hampton Roads is to improve roadway safety and reduce death and injuries from vehicle crashes using initiatives that include educational programs, information sharing, and partnerships with public and private sector organizations.

ARTICLE III - MEMBERSHIP

Section 1. Membership in Drive Safe Hampton Roads shall be open to anyone with an interest in traffic safety. Membership applications can be made at any time. Termination of membership shall occur upon written notice from the member or for cause by the Board of Directors majority vote for violation of the Code of Ethics. A termination notice sent via email from the member 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 that serves the entire Hampton Roads area as programs and resources allow.

Section 2. Drive Safe Hampton Roads address is P.O. Box 6293, Virginia Beach, VA 23456.

Section 3. There shall be a Board of Directors (the “Board”) 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 mission.

- Section 5. There shall be a Steering Committee consisting of: President, Immediate Past President, Vice-President, Chairs of Committees, Corporate Gifts Advisor, Treasurer, Assistant Treasurer, Administrative Manager, Social Media Coordinator, and two At-Large Advisors from the general membership. The Treasurer, Social Media Coordinator, and Administrative Manager shall be non-voting members of the Steering Committee.
- Section 6. A simple majority of the Steering Committee (or acting Steering Committee members), with at least one of those present being an elected officer, shall constitute a quorum. The act of a majority of Steering Committee members, with at least one being an elected officer, 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 poll of the remaining Steering Committee members. A quorum must be obtained before the action can be approved.
- Section 7. In the event of a tie, the President or the President's designee shall be the deciding authority.
- Section 8. Drive Safe Hampton Roads fiscal year shall be from January 1 through 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 Mission.
- Section 2. Incoming 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 shall number at least three (3) 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 among its members, a person to serve as Chairman to the Board. The term is one (1) year with no cap on tenure. This Chairman is 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. This vacancy shall be filled by the affirmative vote of a Board quorum. Any Director elected to maintain an odd number 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 Manager as the Corporate Secretary who shall:
- a) Keep the minutes of the Board;
 - b) See that meeting notices are distributed to the Board;
 - c) Be the custodian of the corporate records, including the minutes of all general and Steering Committee meetings and annual reports;
 - d) Financial records will be maintained by the Treasurer.
- Section 8. The Board's duties include financial review and development, setting policies, and organizational oversight.
- Section 9. The President, Treasurer, and Administrative Manager are members 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. Less than a quorum will require a telephone or email poll of the remaining board members. A quorum must be obtained before the action can be approved.
- Section 11. The Board 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.
- Section 12. In the event the President or Vice President is unable to carry out assigned duties, the Chairman of the Board or, if he/she is unable to, the Board of Directors, shall appoint or designate a member to temporarily assume the duties of the Vice-President or President until a successor is elected.

ARTICLE VI - ELECTED OFFICERS

- Section 1. The Board shall elect the President and Vice President as officers of the Corporation with a term of office of one (1) year and no cap on tenure.
- Section 2. Each officer shall be a member of Drive Safe Hampton Roads.
- Section 3. The Board shall elect the officers of the Corporation at the Board's annual meeting in May. The induction of officers will take place at the Corporation's annual business 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 an official representation of Drive Safe Hampton Roads is desirable;
 - c) Provide leadership for programs and activities during the term of office;
 - d) Appoint such committees and chairmen as are necessary to implement the mission of Drive Safe Hampton Roads;
 - e) Submit an annual report to the Board at the May meeting and to the general membership at the annual June meeting;
 - f) Serve as, or designate, a media spokesperson;
 - g) Contribute to the Drive Safe Hampton Roads newsletter;
 - h) With the Board Chairman, review and approve grant proposals and fundraising requests before such requests are submitted to the appropriate agencies or organizations;
 - i) Serve as a non-voting Board member;
 - j) Execute such contracts as needed for the operation of the Corporation, with appropriate Board approval of said contracts;
 - k) Not hold any other positions within the organization unless approved by the Board.

- Section 5. The Vice-President shall:
- a) 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, subject to the vote of the Board and unless the incumbent President remains in office, 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 committee, manage the associated presentation and awards activities;
 - f) Represent Drive Safe Hampton Roads at community events.

ARTICLE VII - COMPENSATED EMPLOYEES

- Section 1. The Board of Directors shall designate to the President the authority to hire, compensate, and terminate a Treasurer, Administrative Manager, and Social Media Coordinator as employees of the Corporation.
- a) Compensation shall be budgeted and paid for by annual grants;
 - b) The amount of compensation shall be approved by the Board.

- Section 2. The President will have supervision over the compensated employees.

- Section 3. The Treasurer is the principal financial employee of the Corporation and shall:
- a) Maintain custodianship of current and accurate financial records on behalf of the Corporation;
 - b) Receive money on behalf of the Corporation, distribute monies as directed by the Steering Committee in accordance with the instructions of the Board;
 - c) Maintain Drive Safe Hampton Roads funds in a depository approved by the Board;
 - d) Supervise all disbursements from the corporate account. The Treasurer, in addition to the President and the Assistant Treasurer, have the signature authority 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 financial activity report to the Drive Safe Hampton Roads Board;
 - g) Ensure an audit of the books by January 1 following the end of the grant cycle;
 - h) Ensure all required yearly corporation filings are completed by October 1 (i.e. 990-N, VDACS).

ARTICLE VIII - NOMINATIONS AND ELECTION OF OFFICERS

- Section 1. The Board of Directors shall form a Nominating Committee and appoint a Chairman 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 for consideration.
- Section 3. Election of officers for the ensuing year shall be held by the Board 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 June, with no cap on tenure.
- Section 5. The Board of Directors may remove any officer of the Corporation summarily, with or without cause, at any time. The Board may fill vacancies.

ARTICLE IX - DUTIES OF COMMITTEE CHAIRPERSONS

- Section 1. Committee chairs 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. Each Committee Chair shall submit a written quarterly report to the Treasurer and a year-end report to the President for presentation to the Board of Directors.

- Section 5. Standing committee meetings will be held quarterly, or as needed, at a time and place designated by the Committee Chairperson. Special meetings may be scheduled as deemed necessary by the Committee Chairperson.
- Section 6. The action of a majority of those members present at a committee meeting shall constitute the act of the committee.

ARTICLE X - DUES

- Section 1. No dues are required for membership.

ARTICLE XI - 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 before 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 XII - 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 fundraising projects or activities shall be limited to activities that are consistent with the purpose of Drive Safe Hampton Roads.

ARTICLE XIII - RECORD KEEPING

- Section 1. The Administrative Manager and Treasurer shall retain 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 a format capable of conversion into written form within a reasonable time.

ARTICLE XIV - 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 the 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 voting via fax, email, or postal mail is 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 XV - 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 because 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 another 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.

ADDENDUM 1: CODE OF ETHICS

Each member of Drive Safe Hampton Roads will be required to agree to the following code of conduct:

As a member of Drive Safe Hampton Roads, I will:

- Use my best efforts to adhere to all local, state, and federal traffic control laws both in my professional and personal life.
- Work with local, state and federal authorities in their efforts to promote safe driving practices and promulgate regulations regarding the same.
- Respect the opinions of my fellow members.
- Respect and support the majority decisions of the Board even though they may differ from my personal opinions.
- Promote and support the organization’s mission statement.

As a member, I will not:

- Use the organization or information obtained from the organization for my benefit or financial gain.
- Disclose any information that might be deemed confidential or privileged.
- Interfere with the duties of the organization’s officers or undermine the officers’ authority with staff members.

If I do not adhere to this Code of Ethics, I will be asked to rescind my membership and affiliation with the organization. I understand it is my responsibility to self-report any violations. If I am in violation of this Code of Ethics, I may be subjected to suspension and/or removal by the Board of Directors.

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These Bylaws were duly adopted by the members of the Drive Safe Hampton Roads Corporation on the 6th day of June, 2023.

Drive Safe Hampton Roads Chairman of the Board of Directors

(print name/date)