



OPERATING POLICIES

OF THE

GOVERNORS HIGHWAY SAFETY
ASSOCIATION

As Amended Through 2006

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1. Annual Meetings

Annual Meeting sponsors should not, as a condition of sponsorship, be offered a place on the meeting agenda. The Annual Meeting Planning Committee and/or Executive Board, however, should allow an individual representing a sponsor to participate in the Annual Meeting agenda as a resource person should the agenda so warrant it. Such a decision should be made irrespective of the individual's willingness to sponsor an Annual Meeting function and should take into consideration the qualifications and expertise of the individual. (Adopted by the Executive Board, Sept. 9, 1990)

GHSA's Annual Meeting should be held irrespective of and independent from other organizations and associations. (Adopted by the Executive Board, December 7, 1990)

GHSA recognizes that the alcohol industry can make positive contributions to highway safety. Therefore, GHSA will permit industry involvement in the Annual Meeting/ or special meetings as exhibitors or sponsors provided that their involvement does not promote alcoholic products, drinking or driving, or underage drinking. Specific involvement will require approval of the Executive Board. (Adopted by the Executive Board, December 10, 1992)

2. Membership in Committees, Organizations, and Coalitions

Before agreeing to become affiliated with any non-profit organization or coalition, the GHSA Executive Board will seek assurances that said organization or coalition meets the following criteria:

- a) The stated mission, goals, objectives, and implied agenda of the non-profit organization or coalition should be deemed to be consistent with GHSA's stated policy, mission, and current bylaws. Rationale: If the organization or coalition meets this criteria, it will not take positions or advocate policies that are in extreme conflict with stated GHSA policy and positions.
- b) The organization or coalition must demonstrate a broad-based, diverse membership. It is highly desirable that public, corporate, and individual citizens be reflected in the organization's or coalition's membership. Rationale: If the organization meets this criteria, it is likely to reflect the diversity of interests that GHSA embodies in its national scope.
- c) The organization or coalition must have, as one of its stated objectives, a pledge to remain non-partisan in its actions and statements. Rationale: If the organization or coalition follows this course of action, it will never come in conflict with the non-partisan aims of GHSA.
- d) The organization or coalition must have, as one its stated policies, a non-discriminatory requirement with regard to age, race, sex, color, creed, religion, physical challenge, or national origin. This requirement should be binding on all actions and activities undertaken by the organization or coalition. Rationale: The organization or coalition, by adhering to and following such a policy, will conform with longstanding practices followed by the GHSA membership and stated explicitly in the GHSA bylaws.

Participation by GHSA in any organization or coalition should not be contingent upon a specific funding requirement. Rationale: GHSA has a limited amount of funds to devote to its organization-sponsored activities. Membership dues for organizations and coalitions is not deemed to be the best use of GHSA's resources. On exception, the Executive Board may wish to deviate from this general policy.

(Adopted by the Executive Board, December 7, 1990)

3. GHSA Membership List

GHSA's membership list should be offered to other non-profit associations at no charge. The membership list should not be offered or made available to any for-profit organization. The Association's Annual Meeting list should be made available only to those that attended the Annual Meeting. The newsletter mailing list is a proprietary list and should not be or made available to any organization.

(Adopted by the Executive Board, June 19, 1990)

4. Reimbursement for GHSA-Related Travel

GHSA travel funds are available for the Chair and faculty of the GHSA Executive Seminar to use on an as-needed basis.

Requests for reimbursement for travel by GHSA liaisons should be made to the GHSA Chair or Executive Director and should satisfy the purposes and criteria set forth in this section.

Travel will be paid for only if:

- a) the meeting is in the interest of the Association to attend
- b) attempts have been made to have a GHSA member from a nearby or host state of meeting attend
- c) member has made a good faith effort to secure funds elsewhere
- d) the requester satisfies 1-3 and still is unable to secure funds, then if GHSA travel funds are available, they will be expended on a first come, first serve basis.

Reimbursement requests for the Chair, faculty, or liaisons should list the dates of the travel, the purpose of the trip, the expenses (by category) and remittance information. Receipts for all expenses over \$10 should be attached to the request. A GHSA expense form may be obtained on www.ghsa.org in the members-only section.

(Initially adopted by the Executive Board, December 7, 1990; amended by the Board on October 13, 2001, Dec. 13, 2005, June 12, 2006)

5. Guidelines for Participation in Grants and Contracts

The GHSA Executive Board realizes that there are inherent advantages associated with receiving grants to conduct specific transportation safety projects. At the same time, however, it is recognized that the reporting and compliance provisions require significant resources and increased accounting and administrative expenditures.

Therefore, the Board directs the Finance and Operations Committee to:

- a) Ensure that procedures are in place that allow for the organization to charge direct and overhead expenses incurred on behalf of the grants.
- b) Work with the auditor to develop procedures to ensure that the increased costs associated with the Federal A-133 review and fully audited statements can be billed to grant activity.

The Board also directs that any grant solicitation either received or made contain a cover page that describes, to the extent applicable, benefits to the organization along the following criteria:

- a) **Financial and Administrative Impact:** What impact does the grant have on GHSA's operating budget? Is the grant big enough to enable GHSA to hire another staff person, even for a short, fixed time period? Can the grant be adequately administered with the existing staff arrangement? Does the grant need to be administered through a subcontractor? Is the grant large enough to make it financially worthwhile for the organization?
- b) **Impact on Highway Safety:** Does the grant concern an issue of importance to GHSA? Will the grant help solve a problem, move forward highway safety research, or clarify an issue? Will the grant be of assistance to state highway safety agencies?
- c) **Impact on GHSA:** Will the grant bring visibility to the organization? Will it help improve the credibility and prestige of the organization?
- d) **Intergovernmental Impact:** Will the grant improve GHSA's relationship with NHTSA, FHWA or any other federal agency? Will it harm that relationship?
- e) **Other criteria, as necessary, that show benefits to GHSA.**

It will be the responsibility of the grant requestor to develop the analysis described above. The Executive Board, at regularly scheduled or specially called meetings, shall vote to accept or reject a grant proposal.

In addition, any change orders requested shall be reviewed by the elected officers who shall determine whether or not the change order is significant enough to warrant a review by the full Executive Board.

(Adopted by the Executive Board, December 11, 1992)

6. Code of Ethics for the Board

The following code of ethics was adopted by the board and sets forth the standards the Board expects from its members:

- a) To become familiar with and committed to the major responsibilities of a governing board:
 - Setting mission and purposes
 - Appointing the chief executive
 - Supporting the chief executive
 - Monitoring the chief executive's performance
 - Insisting on strategic planning
 - Reviewing educational and public-service programs
 - Ensuring adequate resources
 - Ensuring good management
 - Preserving institutional independence
 - Relating to the community
- b) To support the organization's fund-raising efforts and to be willing to share in the solicitation of others.
- c) To devote time to learn how the organization functions—its uniqueness, strengths and needs—its place in the industry.

- d) To carefully prepare for, regularly attend, and actively participate in Board meetings and committee assignments.
- e) To accept and abide by the legal and fiscal responsibilities of the Board as specified by organizational charter, bylaws, and state statutes and regulations.
- f) To vote according to one's individual conviction, to challenge the judgment of others when necessary; yet to be willing to support the decision of the Board and work with fellow Board members in a spirit of cooperation. To recognize that the Board chair alone speaks for the board.
- g) To maintain the confidential nature of Board deliberations and to avoid acting as spokesperson for the entire Board unless specifically authorized to do so.
- h) To understand the role of the Board as a policy-making body and to avoid participation in administration policy.
- i) To learn and consistently to use designated organizational channels when conducting Board business (e.g., responding to staff and volunteer grievances, responding to inquiries concerning the status of a chief executive search, etc.)
- j) To comply with conflict of interest policy and disclosure developed by the Board.
- k) To refrain from actions and involvement that might prove embarrassing to the organization and to resign if such actions or involvement develop.
- l) To make judgments always on the basis of what is best for the organization as a whole.

(Adopted by the Executive Board, June 15, 2000)

7. Ethics Policy

We, as GHSA professionals (staff and Board members), dedicate ourselves to carrying out the mission of this association. We will:

- a) Recognize that the chief function of the association at all times is to serve the best interests of our constituency.
- b) Accept as a personal duty the responsibility to keep up to date on emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
- c) Respect the structure and responsibilities of the Executive Board, provide the members with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the Executive Board.
- d) Keep the community informed about issues affecting it.
- e) Conduct our organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.

- f) Exercise whatever discretionary authority we have under the law to carry out the mission of the organization.
- g) Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
- h) Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all our activities in order to inspire confidence and trust in our activities.
- i) Avoid any interest or activity that is in conflict with the conduct of our official duties.
- j) Respect and protect privileged information to which we have access in the course of our official duties.
- k) Strive for personal and professional excellence and encourage the professional developments of others.

(Adopted by the Executive Board, June 15, 2000)

8. Nepotism Policy

Board members and their immediate family members (as defined below) will be excluded from consideration for employment by the organization.

Employees shall not hold a position with the organization while they or members of their immediate family (as defined below) serve on the Executive Board or any committee of the Board.

Employees may not hold a job over which a member of their immediate family exercises supervisory authority. In this section and sections 1 and 2 above, immediate family includes the following: husband, wife, son, son-in-law, daughter, daughter-in-law, father, father-in-law, mother, mother-in-law, brother, brother-in-law, sister, sister-in-law, grandparents, and grandchildren.

(Adopted by the Executive Board, June 15, 2000)

9. Conflict of Interest Policy

Purpose

The purpose of this policy is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director (or employee) of the Association. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

GHSA as a nonprofit, tax-exempt organization depends on charitable contributions from the public. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. Therefore, the IRS as well as state corporate and tax officials, view the operations of GHSA as a public trust which is subject to scrutiny by and accountability to such governmental authorities as well as to members of the public.

Consequently, there exists between GHSA and its Board, officers, and management employees a fiduciary duty which carries with it a broad and unbending duty of loyalty and fidelity. The Executive Board, officers, and management employees have the responsibility of administering the affairs of GHSA honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of GHSA. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they

shall not use their positions with GHSA or knowledge gained therefrom for their personal benefit. The interests of the organization must have the first priority in all decisions and actions.

Definitions

This statement is directed not only to directors and officers, but to all employees who can influence the actions of GHSA. For example, this would include all who make purchasing decisions, all other persons who might be described as "management personnel," and all who have proprietary information concerning GHSA. Any member of a committee with board delegated or other powers who has a direct or indirect material financial interest is also affected by this policy.

A person has a material financial interest if the person has, directly or indirectly, through business, investment or family:

- 1) An ownership or investment interest in any entity with which the Association has a transaction or arrangement, or
- 2) A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
- 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement

An employee has a material financial interest if the person is using his or her position as an employee to further his or her material financial interests, directly or indirectly.

Compensation includes direct and indirect remuneration as well as gifts or favors of any kind.

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

Persons and firms supplying goods and services to GHSA.

Persons and firms from whom GHSA leases property and equipment.

Persons and firms with whom GHSA is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.

Competing or affinity organizations.

Donors and others supporting GHSA..

Agencies, organizations, and associations which affect the operations of GHSA.

Family members, friends, and other employees.

A material conflicting interest may be defined as an interest, direct or indirect, with any persons and firms mentioned above. Such an interest might arise through:

Owning stock or holding debt or other proprietary interests in any third party dealing with GHSA.

Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) in any third party dealing with GHSA.

Receiving remuneration for services with respect to individual transactions involving GHSA.

Using GHSA's time, personnel, equipment, supplies, or good will for other than GHSA approved activities, programs, and purposes.

Receiving personal gifts or loans from third parties dealing with GHSA. Receipt of any gift is disapproved except gifts of nominal value which could not be refused without discourtesy. No personal gift of money should ever be accepted.

The areas of conflicting interest listed above, and the relations in those areas which may give rise to conflict are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the trustees, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of GHSA.

Disclosure

It is the policy of the Board that the existence and nature of any of the interests described above shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of Board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

Disclosure should be made according to GHSA standards described below. Transactions with related parties may be undertaken only if all of the following are observed:

1. A material transaction is fully disclosed in the audited financial statements of the organization;
2. The related party is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The organization's board has acted upon and demonstrated that the transaction is in the best interest of the organization.

Procedures

Disclosure in the organization should be made to the Executive Director (or if she or he is the one with the conflict, then to the Board Chair), who shall determine whether a conflict exists and is material, and if the matters are material, bring them to the attention of the Board Chair.

Disclosure involving directors should be made to the Executive Board Chair, who shall bring these matters, if material to the Board.

The Board shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to GHSA. The decision of the Board on these matters will rest in their sole discretion, and their concern must be the welfare of GHSA and the advancement of its purpose.

The Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board shall determine whether the Association can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest and for its own benefit and whether the transaction is fair and reasonable to the Association and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

If the Board or committee has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the interested person and making further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Annual Statements and Record of Proceedings

Each director, principal officer and member of a committee with Executive Board delegated powers shall annually sign a statement which affirms such person:

- Has received a copy of the conflicts of interest policy
- Has read and understood the policy
- Has agreed to comply with the policy
- Understands the Association is charitable and, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

The Executive Board minutes and all committees with delegated powers shall contain:

The names of the persons who disclosed or otherwise were found to have a material financial interest in connection with an actual or possible conflict of interest, the nature of the material financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Board's decision as to whether a conflict in fact existed.

The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of votes taken in connection with the proceedings.

Periodic Reviews

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The review shall, at a minimum address whether partnerships, joint ventures and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investments or payments for goods or services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

(Adopted by the Executive Board, June 15, 2000, revised Dec. 12, 2006)

10. Confidentiality Policy

It is the policy of GHSA that Executive Board members and employees of GHSA may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with GHSA to any person, including relatives, friends and business and professional associates, other than to persons who have a legitimate need for such information and to whom GHSA has authorized disclosure. Trustees and employees shall use confidential information solely for the purpose of performing services as a trustee or employee for GHSA. This policy is not intended to prevent disclosure where disclosure is required by law.

At the end of a Board member's term in office or upon the termination of an employee's employment, he or she shall return, at the request of GHSA, all documents, papers, and other materials, regardless of medium, which may contain or be derived from confidential information, in his or her possession.

(Adopted by the Executive Board, June 15, 2000)

11. Indemnification Policy

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. This indemnification includes expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation. With respect to any criminal action or proceeding, he or she must also have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea or nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(Adopted by the Executive Board, June 15, 2000)

12. Investment Policy

This statement of investment policy has been adopted by the board of directors to guide investment of funds held by the association.

For purposes of clarity, the following definitions will be used to classify the types of funds held by the association.

Operating Funds: Those funds expected to be spent in the normal course of business during the current budget year. Funds can be retained in a checking account or other suitable format. Excess funds should be shifted to the reserve fund whenever possible.

Contingency Funds: Those funds set aside for a period of up to one year for contingency purposes. Up to 25% of these funds may be transferred to the operating fund with authorization of Executive Director and Treasurer. Funds taken from the reserve fund for operating contingencies, must be replaced within a reasonable time frame, not to exceed nine months.

Reserve Funds: It shall be the responsibility of the Finance and Operations Committee each fiscal year to recommend to the Executive Board for approval the amount of excess funds not used for day to day operations which shall be targeted to long-term investments.

Reserve Fund Investment Policy Statement: The purpose of the GHSA's reserve fund is to provide financial stability to the Association and to provide a growing stream of cash to assist GHSA in fulfilling its mission. The long-term objective is to maximize capital gains, interest and dividend income on reserves while reducing risk with a balance of diversification and prudent management to achieve safety, liquidity and favorable total returns. The fund will endeavor to grow principal annually by a minimum of 5% in terms of real growth (after inflation and fees). This growth target will also be before any income distribution from the reserve fund to the operating fund.

Procedures: The investment policy shall be reviewed every year by the Finance and Operations committee for any necessary revisions or modifications. The investment advisory service shall be evaluated every three years. The following procedures shall be followed to engage a new or replace a current registered investment advisor:

- a) The Finance and Operations Committee will seek bids, review proposals and recommend the hiring or replacing of an investment advisor.
- b) The Finance and Operations Committee will make a final recommendation to the Executive Board.

Investment Objectives: Investment objectives, asset allocation guidelines and other issues are detailed in GHSA's Statement of Investment Policy Objectives and Operating Guidelines with Salomon Smith Barney, March 1999.

(Adopted by the Executive Board, June 15, 2000. Revised Dec. 13, 2005)

13. Gift Acceptance Policy

GHSA actively solicits gifts and grants to further the mission of the organization. There is a potential that the acceptance of certain gifts could compromise the ability of the organization to accomplish its goals, or could jeopardize its exempt status. Hence, the following gift acceptance policy applies:

- a) The Executive Director and the Executive Board have the authority to solicit and/or accept gifts on behalf of GHSA.
- b) The fundraising committee shall consist of members appointed by the Executive Board of GHSA.

GHSA's responsibility is to productively pursue gifts that will further the organization's mission, goals, and objectives. The primary consideration in the pursuit of gifts is how they can benefit the organization in the most ethical and unencumbered manner. To that end, the following caveats must be considered:

Core Values: Is the gift one that is consistent with the organization's standards, principles, and core values?

Compatibility of Cause: Will the gift unnecessarily challenge the organization's ability to further its mission, goals, or objectives?

Public Relations: Does the acceptance of the gift present the organization in an

unfavorable light? Does it appear that there may exist a conflict of interest between the donor and the organization?

Motivation: Is there clear charitable intent and a commitment to the organization?

Consistency: Will the acceptance of the gift be compatible and in agreement with other fund-raising activities or gifts of the organization?

Credibility: Are the circumstances surrounding the donor and the gift believable?

Organizational Stability: If controversy develops, will it be significant enough to weaken the structure of the organization?

Form of Gift: Will the nature of the in-kind contribution create problems, such as in advertising or sponsorship?

Source of Gift: Who is the donor? Is the gift from an individual or a corporation? Does the donor represent a perceived conflict of interest, or might the donor's objectives not fit with the mission of the organization?

Bottom Line: Do the gifts encourage others to give or do the opposite? What effect will the particular gift have on the organization's bottom line?

(Adopted by the Executive Board, June 15, 2000)

14. Approval of Capital Expenditures

Definition: A capital acquisition is an individual asset and/or class of assets that has a useful life of more than one year and a cost of \$1,000 or more.

Budget: Anticipated capital acquisitions shall be included in the normal budgetary process as part of the separate capital acquisitions budget. The budget shall include purchase requests for all new and replacement acquisitions.

Expenditures: When appropriate, a minimum of three bids will be obtained for each purchase of \$2,000 or more.

(Adopted by the Executive Board, June 15, 2000)

15. Check Signing and Withdrawal of Funds

Accounts: GHSA shall maintain its accounts in financial institutions that are federally insured. All funds received by GHSA shall be deposited as soon as possible. All nonproductive funds shall be invested in accordance with the investment policy established by the Executive Board.

Authority to Sign: Orders of withdrawal shall bear the signature of one of the following officers or staff members: Board Chair; Treasurer; Executive Director.

In addition, any checks issued over \$15,000 shall require approval by either the GHSA Chair or Treasurer; and any checks payable to any one of the above-named persons, shall be signed by someone other than the payee.

Bonding: Each officer or designated signatory with authority to withdraw funds shall be bonded. The cost

associated will secure the aforementioned coverage shall be that of GHSA. The amount of insurance coverage will be reviewed annually by the Operations Committee.

Quarterly Review: The Executive Board shall, on a quarterly basis, review all disbursements. (Adopted by the Executive Board, June 15, 2000; revised Dec. 13, 2005)

16. Cash Disbursements

Disbursements will be made only upon review and approval of the transaction by an authorized check signer. This will include review for the existence of proper supporting documentation such as a purchase order and evidence of the receipts of the goods and services.

(Adopted by the Executive Board, June 15, 2000)

17. Media Policy

To ensure the quality and consistency of agency information disseminated to media sources, the following policy shall be enforced:

- a) All media contacts are to be handled by the Executive Director, or his or her designee, regardless of who the media representative is or whom he or she represents or how innocuous the request.
- b) All press releases or other promotional materials are to be approved by the Chair and Executive Director prior to dissemination. Failure to comply with GHSA's media policy shall be grounds for disciplinary action.

(Adopted by the Executive Board, June 15, 2000; revised Dec. 13, 2005)

18. Emergency Media Plan

In case of any event, situation, or investigation regarding an inquiry by the media, including radio, TV, or newspaper, into issues relating to GHSA, the following guidelines shall be followed to assist the GHSA's response to the media.

The Executive Director will prepare by establishing positive media relations throughout the year with local radio/TV/newspaper reporters;

- a) establishing GHSA as a resource for information;
- b) helping the media when doing research on local stories;
- c) informing staff not to comment on inquiries, but to refer inquiries to those designated individuals who may release information to the media.

Under no circumstances should a member or staff of the Association provide comments to the media on practices of a Governors Representative, Highway Safety Coordinator or other member of the state highway safety staff.

(Adopted by the Executive Board, June 15, 2000; revised Dec. 13, 2005, June 12, 2006)

19. Sole Source Policy

GHSA sponsored contracts will be implemented on a competitive basis unless:

- a) the sponsoring agency, organization or company specifies (verbally or in writing) consultants or professional services by name or company, and approval for the sponsored project is contingent upon including these specified consultants or professional services.
- b) The subcontractor has unique work experience or subject matter expertise that is relevant to the contract.
- c) There are scheduling requirements that necessitate the use of a contractor on a sole source basis
- d) The contract is for less than \$25,000.

If one or more of these conditions exist, the competitive bid requirement will be waived. Where applicable, a written justification for selecting a contractor on a sole source basis must be part of each grant file.

(Adopted by the Executive Board October 2002)

20. Use of GHSA Logo

The GHSA logo may not be reproduced, copied or digitized for any purpose without prior approval of the Executive Director. No person may use the GHSA name or logo for commercial purposes without prior written approval of the Executive Director.

21. Admission to Associate Membership

Approval of associate membership shall be by the Executive Board. Joining GHSA as an Associate Member requires that the applicant agree to support the goals and objectives of GHSA. The Associate Member has no right or privilege to vote on Association policies or other organizational matters. The Board shall vote on associate memberships quarterly.

(Adopted Dec. 13, 2005)

22. Endorsements or Recommendations

GHSA does not endorse or recommend any vendor's products or services.

(Adopted Dec. 13, 2005)

23. GHSA Spokespersons

The Executive Director, Communications Director and GHSA Officers have the authority to speak for the Association. At times, and for specific limited purposes, an individual may be designated by the Chair or the Board to speak for GHSA on a particular issue. Any member may express an opinion on any subject but they may not state or imply that they are speaking for GHSA without the approval of the Chair or Board to do so.

(Adopted Dec. 13, 2005)

24. Records Retention

GHSA's business and electronic records (including emails) should be retained or discarded in accordance with all applicable laws and regulations. However, in no event should such records be retained for less than three years or in accordance with standard accounting practices. Such records include:

- member records including Executive Board minutes and evidence of annual dues payments
- fixed asset records including documents that reflect the sale of property, merchandise or any tangible or intangible assets
- documents that a regulatory agency or the law requires the Association to retain such as tax returns, business license documentation, federal tax identification information, annual reports
- financial documents that an auditor would need to review including cash receipts information, cash disbursement information, monthly financial statements, payroll records, bank reconciliations, copies of the monthly bookkeeping and expenditures report, annual depreciation information
- personnel files, employment applications, personnel manual, employee withholding forms, earnings records, employee travel records, time sheets
- annual audit reports
- legal correspondence
- leases
- vendor contracts, including office insurance policies, annuity and health insurance plans and auditor contracts
- Association bylaws and articles of incorporation and any amendments thereto
- Federal grant documents

GHSA financial and personnel records should be stored in a secure place and the Director of Administration and Executive Director should have sole access to these files. Electronic accounting information should be password protected, backed up monthly and hard copies stored in a secure place. An employee who knowingly destroys any GHSA records should be subject to disciplinary action, up to and including termination of employment.

In the event the Association is involved in any legal proceeding, some of the records may be required to be made available to third parties. GHSA legal counsel should assist in releasing appropriate information to third parties and provide specific instructions to the Executive Board, Executive Director and staff for that purpose. It is a crime to alter, destroy, modify or conceal documentation or other objects that are relevant to a government investigation or otherwise obstruct, influence, or impede an official proceeding. The law applies equally to all GHSA records, including email. If an official investigation is planned or underway, all document purging must be stopped and may resume only upon completion of the legal action.

(Adopted June 12, 2006)

25. Whistleblower Protection

GHSA's Code of Ethics policy requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities and to comply with all applicable laws and regulations. It is the responsibility of all directors, officers and employees to report violations or suspected violations of the Code or applicable laws and regulations to the Chair. Violations or suspected violations may be submitted on a confidential basis. The Chair should keep reports of

violations or suspected violations confidential to extent possible consistent with the need to conduct an adequate investigation.

The Chair should acknowledge the receipt of the violation report and initiate an investigation within five business days. Corrective action should be taken if warranted. If a reported complaint concerns GHSA accounting practices, internal controls or auditing, then the Finance and Operations Committee should address it immediately, take corrective action, and report to the Chair.

No director, officer or employee who in good faith reports a violation of the Code should suffer harassment, retaliation or adverse employment consequences. An employee who retaliates against someone who has reported a violation in good faith should be subject to disciplinary action up to and including termination of employment. Any employee who makes an allegation maliciously or knowingly to be false should be subject to disciplinary action up to and including termination of employment.

(Adopted June 12, 2006)