

**BYLAWS OF THE
GOVERNORS HIGHWAY SAFETY
ASSOCIATION (GHSA)
REVISED
AUGUST 28, 2016**

GOVERNORS HIGHWAY SAFETY ASSOCIATION -- A CORPORATION

BYLAWS OF THE ORGANIZATION

ARTICLE I

Name and Location of Organization

The name of this organization shall be the GOVERNORS HIGHWAY SAFETY ASSOCIATION (GHSA), hereinafter referred to as the Association.

The location of the organization shall be in Washington, DC.

ARTICLE II

Purposes

The purpose for which the Association is organized, and for which it shall be perpetuated are:

1. To develop and improve methods of highway safety program administration, particularly in response to the Highway Safety Act of 1966 and amendments thereto;
2. To assist the members of the Association in:
 - a. implementing the Governor's state highway safety programs;
 - b. aiding Governors in the development of policies consistent with the needs and goals of the several states; and
 - c. informing Governors of actions needed at national, state and local levels to develop and to implement strategic highway safety programs;
3. To study all problems connected with highway safety;
4. To cooperate with other agencies and organizations in the consideration and solution of highway safety problems;
5. To develop better ways and means of adequately informing community leaders and the public as to the magnitude and costs of highway accidents and as to corrective measures.
6. To inform Congress and the Administration of the policy concerns of State Highway Safety Offices.

The Association may exercise any power which a non-profit corporation, organized under the provisions of the District of Columbia Nonprofit Corporation Act, is authorized to exercise as long as those powers are for charitable, educational, scientific and public benefit purposes but not for any other purposes. The advocacy efforts of the Association shall comply with the regulations of the Internal Revenue Service Code of 1954 for 501(c)(3) non-profit educational organizations. The Association shall not participate in or intervene in any political campaign on behalf of any candidate for public office nor raise funds on behalf of a political candidate. No part of the net earnings of the Association shall inure to the benefit of or be distributed to its members, directors, officers or other private persons.

ARTICLE III Membership

The members of the Association shall consist of the Highway Safety Office (HSO) of each State, Territory, and District of the United States and the Indian Nations

The members of the Association shall be represented by the Governor's Representative for Highway Safety designated by the Chief Executive of each membership jurisdiction or by the laws of his/her jurisdiction or alternates designated in writing.

Any Governor's Representative may designate an alternate who is the State Highway Safety Coordinator, Director, or Administrator or the Deputy or Assistant Coordinator, Assistant Director or Assistant Administrator or who serves in the equivalent role in the State Highway Safety Office. The designation may be made either for the duration of his/her term of office or until his or her successor shall appoint a replacement. Should the Governor's Representative change, he or she should be notified by the Association of his or her responsibility to designate an alternate. Should the Governor's Representative not have such authority, such designation may be made by the Chief Executive. Such designation shall be in writing addressed to the Chair at the Association office or to the Chair's office and shall include:

1. The name and address of the alternate being designated, a statement that such alternate is authorized to represent the views of his Chief Executive and the Governor's Representative of his jurisdiction and to vote accordingly.
2. A statement that the designation is for the entire period of the Governor's Representative's membership in the Association unless soon revoked, or that it is for a lesser period of time, in which event the period of time shall be stated.
3. Designation as an alternate shall not entitle any such alternate to serve as an officer of the Association in the place of the principal who has been elected as an officer.
4. Any alternate who is representing his or her State in the Association at the time of an election of an officer or officers and whose designation is for the duration of the Governor's Representative's membership in the Association, and who has full authority to act for his principal, may be elected by the membership or by the Board in an appropriate case.
5. Designation of alternate must be made by no later than thirty days prior to the GHSA Annual Meeting. Exceptions to this time limitation shall be made on a case-by-case basis by the GHSA Finance and Operations Committee. Requests for an exception shall be submitted in writing to the Committee and must be decided by that Committee prior to the start of the Second Business Meeting.

A member shall be considered in good standing when its dues requirements have been met under the terms of these Bylaws. When a member is in good standing, then its representative may hold office in the Association, serve on committees and vote in Association business.

Any company, organization, or individual endorsing the purposes and goals of the Association and which has been determined to meet the following criteria shall qualify as an Associate Member:

1. Associate does not qualify under regular member category.

2. Associate shall have completed a membership application and paid the application fee, and the application has been approved by the Executive Board.

Associate Members shall not be eligible to serve on the Executive Board or vote at Association meetings.

ARTICLE IV Regions of the Association

The Association shall be divided into 10 geographical regions. Each region shall choose a Regional Representative and Alternate who will serve on the Executive Board. Should a Regional Representative or Alternate candidate not be the Governor's Representative or Designated Alternate, the following criteria must be met:

1. Candidate is an administrator, program director or has similar managerial experience in the Highway Safety Office of his/her state;
2. The Governor's Representative provides written approval for candidate to be a Regional Representative or Alternate;
3. Candidate must receive a majority of votes from the states in the region they plan to represent.

It should be noted that these additional provisions apply only to Regional Representatives or Alternates and shall not be used to fill any other seats or position on the Executive Board.

The Regions shall be constituted as follows:

Region I:	Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont
Region II:	Connecticut, New Jersey, New York, Pennsylvania, Puerto Rico, and the Virgin Islands
Region III:	Delaware, District of Columbia, Maryland, Virginia, and West Virginia, Kentucky and North Carolina
Region IV:	Alabama, Florida, Georgia, South Carolina, and Tennessee
Region V:	Illinois, Indiana, Michigan, Minnesota, Ohio, and Wisconsin
Region VI:	Louisiana, New Mexico, Oklahoma, Texas, Mississippi and the Indian Nations
Region VII:	Iowa, Kansas, Missouri, Arkansas and Nebraska
Region VIII:	Colorado, North Dakota, South Dakota, Utah, Nevada, and Wyoming
Region IX:	Arizona, California, Hawaii, American Samoa, the Commonwealth of the Northern Mariana Islands, and Guam
Region X:	Alaska, Idaho, Montana, Oregon, and Washington

ARTICLE V
Officers

The Officers of the Association shall consist of the Chair, Vice Chair, Secretary, and Treasurer.

The Chair, Vice Chair, Treasurer, and Secretary shall hold office for one year or until their successors have been qualified and elected.

In the case of interim vacancy of the office of the Chair, the Vice Chair shall take over as Chair for the balance of the term of office.

Vacancies, for whatever reason, among the remaining officers shall be filled by the Executive Board for the balance of the term of office. The Executive Director shall notify the membership of vacancies within thirty days and solicit letters of interest in filling the vacancy. Letters of interest must be submitted within two weeks. The Executive Board shall fill the vacancy from the list of interested members. Appointments shall be made by the Board at its next meeting. If the Annual Meeting is less than three months away, the Board may elect not to fill the vacancy.

Members of the Association may hold office only when their respective jurisdictions are members in good standing and they are Governor's Representatives or designated alternates. For a designated alternate, nomination to an Association's office shall be accompanied by written confirmation from the Governor's Representative of the nominee's ability to serve.

ARTICLE VI
Nominations and Election of Officers

Nominations for Association officers shall be by a committee of at least three persons appointed by the Chair. The immediate past Chair of the Association shall serve as the Chair of the Nominations Committee. If the immediate past Chair is unable or unwilling to do so, then the Chair may appoint another person from among the membership at large.

Nominations or announcements of candidacy for elected offices shall be made in writing to the Chair of the Nominations Committee no later than 30 days prior to the annual meeting and by nominations from the floor at a business meeting where the voting will take place. In the event that no qualified candidates come forward for a position, the Nominations Committee may seek qualified candidates from candidates for other positions or the membership at large and shall add them to the slate of nominees.

Not later than 15 days prior to the election, the Nominations Committee shall distribute to all members the slate of nominees accompanied by pertinent biographical or other information for each nominee.

The election of officers shall be at the annual meeting and shall be conducted by secret ballot or by acclamation if there is an uncontested position for GHSA officer.

The Nominations Committee shall take care of preparation of the ballots, conducting the elections, counting the ballots, and announcing the results.

A candidate who receives a majority of legal votes for a single office is elected. A candidate who receives a plurality of the legal vote without a majority is not elected. When no candidate receives a majority vote, the candidate having the lowest vote from the list of candidates after each successive vote will be dropped.

Blank ballots or votes for ineligible persons are counted as illegal ballots.

ARTICLE VII
Duties of Officers

The Chair shall carry out the following duties:

1. Call and preside at all meetings of the Association and of the Executive Board.
2. Appoint all chairs and members of committees within 30 days after the election at the annual meeting.
3. Fill any vacancy that may occur in any committee within 30 days of notification of said vacancy.
4. Recommend new policies to the annual meeting or the Executive Board and ensure that such policies of the membership and the Executive Board are carried out.
5. Interpret the Bylaws, subject to review by the Executive Board.
6. Prepare and submit an annual report to the Association on activities and business issues at the annual meeting and report to the Executive Board and membership on all matters of interest to the Association.
7. Plan other Association-sponsored meetings.
8. Sign, when authorized by the Executive Board, contracts and other instruments connected with the business and professional activities of the Association.
9. Serve, consistent with Executive Board policy, as the official representative of the Association.
10. Serve as ex-officio member of all committees of the Association.
11. Appoint, with the approval of the Executive Board, liaison representatives to other national organizations, committees, or projects.
12. Conduct a performance review and recommend compensation for the Executive Director.
13. Delegate responsibilities to other Association officers, as needed.
14. Assume other responsibilities and duties associated with the office of the Chair or as directed by the Board.

The Vice Chair shall carry out the duties of the Chair during the temporary absence, incapacity, removal, resignation or death of the Chair until such vacancy can be filled in accordance with Article V of the Bylaws.

The Vice Chair shall annually review GHSA Policies and Priorities Statement and recommend revisions for consideration at the Annual Meeting. The Vice Chair shall assist the Chair in any manner pertaining to the Association whenever and to the extent requested by the Chair.

The Secretary shall be responsible for recording and circulating minutes of all meetings of the Association and of the Executive Board. The Secretary shall also record, maintain and archive all motions offered by the Association and the Executive Board. A summary of the motions will be provided as an attachment to the minutes.

The Secretary shall convene and preside over meetings of the Association or of the Executive Board in the absence of the Chair and Vice Chair and, in the case of permanent absence, until the vacancies in office can be filled in accordance with the Bylaws.

The Secretary may delegate to the Executive Director any or all of the Secretary's functions pertaining to the keeping of the records of the meetings of the Association or of other duties described herein except those specifically directed by the Chair or the Executive Board.

The Treasurer of the Association shall be responsible for the oversight and reporting of the status of accounts to the Executive Board and monitoring on an annual basis account balances. In addition, the Treasurer shall:

1. Serve as Chair of the Finance and Operations Committee with responsibilities to:
 - a. Report directly to the Executive Board and membership at least annually on the status of all bank accounts and funds of the Association.
 - b. Work with the Executive Director to propose an annual budget for presentation to the Executive Board and membership.
 - c. Retain an auditor, periodically review the terms of engagement for the auditor, oversee the independent audit, confer with the auditor on the financial affairs of the Association, review all audits of Association with the Executive Board, approve all non-audit services of the audit firm, recommend Association policies on financial transparency, periodically review internal controls for handling the Association's finances and recommend improvements as needed.
 - d. Periodically review the Association dues and recommend revisions to the Executive Board, as needed.
 - e. Review changes annually in the Association's budget line items to ensure compliance with Association policy.
 - f. Present to the Executive Board additions, amendments and corrections to the Bylaws.
 - g. Periodically review the Association's insurance and recommend adjustments as necessary.
 - h. Maintain the Association's Accounting and Financial Management Manual.
 - i. Immediately notify the Chair if there is any reportable condition arising from the annual audit, and, in consultation with the Executive Board, determine what corrective action is necessary.
2. Serve as an officer of the Association and as such perform such other duties as the Chair, the Executive Board, or the Association may assign.

ARTICLE VIII Executive Board

The Board of Directors shall consist of the members of the Executive Board described herein.

The Executive Board shall consist of the officers, the Regional Representatives chosen by each Region of the Association and the Chairpersons of each Standing Committee. In addition, the immediate past Chair may remain as an ex-officio member of the Executive Board.

The Regional Representatives shall be elected annually from the member states of their respective regions at each annual meeting.

The Regional Representative shall hold office at the pleasure of the Region which elected them, a majority of the member jurisdictions of any Region being sufficient for recall. In the event a vacancy occurs on the Board for any reason, the representatives of the affected region may choose a replacement who shall take office upon notice to the Chair.

Members of the Executive Board may hold office only when their respective jurisdictions are members in good standing and they are Association members or designated alternates.

Members of the Executive Board, including officers, may be removed from the Board for cause by a vote of two-thirds of the Executive Board.

Members of the Executive Board, including officers, shall serve without monetary compensation except compensation for specific travel authorized by the Executive Board.

ARTICLE IX Duties of the Executive Board

The Executive Board is authorized to perform duties including, but not limited to, the following:

1. Conduct the business of the Association.
2. Fill any interim vacancies among the several officers of the Association.
3. Fix the time and place of the annual meeting of the Association.
4. Authorize and receive grants, endowments, and gifts in carrying out the purposes of the Association.
5. Determine the compensation for and define the duties of the Executive Director and authorize the amounts and purposes for which funds of the Association may be expended.
6. Determine the compensation for the staff of the Association's general offices.
7. Authorize the creation of standing committees from the membership as may be necessary and may delegate authority to such committees as necessary.
8. Authorize the amounts and purposes for which funds of the Association may be expended.
9. Award persons, groups, municipalities, or organizations that, in the Board's judgment, have considerable and unusual contributions to the cause of highway safety. Such awards may be granted to an officer or member of the Association for faithful and honorable service to the Association.
10. Employ an auditor to conduct an annual audit of all accounts of the receipts and expenditures of funds of the Association; such auditor to be required to furnish a report of the audit to the Executive Board.

11. Make budgetary adjustments, when necessary, not to exceed a total of ten percent (10%) of an adopted budget during any one fiscal year. The ten percent (10%) limitation will not be exceeded by the Executive Board without additional authorization being given by two-thirds of the votes cast by the membership.
12. Determine general policies during interim periods between annual meetings. Such policies shall be subject to confirmation by the membership at the subsequent annual meeting.
13. Take necessary action to implement all policy positions adopted by the Association at its annual meeting.

When conditions preclude member attendance, it is incumbent upon such member to contact the Alternate from their region to represent the regional interests.

The duties of the Executive Board shall be carried out within the framework of the Articles of Incorporation and these Bylaws.

In addition to the above named duties, the responsibilities of the Regional Representatives to the Executive Board shall be as follows:

1. Poll states in region on problems, issues, concerns prior to meeting. Obtain input from states in region on Executive Board agenda items.
2. Report on ideas, problems, issues, concerns to Executive Board.
3. Identify new Governors' Representatives and Coordinators, notify the Executive Board and Executive Director. Introduce new member to GHSA, brief him/her on GHSA purpose and activities, and encourage him/her to participate.
4. Report to states in region on decisions made by Executive Board.
5. Remind states in region about upcoming meetings and deadlines (e.g. Annual Meeting deadlines, Executive Seminar).
6. Serve as liaison to states in region on legislative and regulatory matters when quick action is needed.
7. Encourage states in region to attend GHSA Annual Meeting (and to budget for attendance).
8. Immediately notify Chair and Executive Director when a special problem or concern arises in the region.
9. Serve as coordinators of Annual Meeting sessions.

ARTICLE X
Executive Board Code of Ethics

The Executive Board shall:

1. Recognize that the chief function of the organization at all times is to serve the best interests of the membership.

2. Accept as a personal duty the responsibility to keep up to date on emerging issues and to conduct themselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
3. 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.
4. Keep the state highway safety community informed about issues affecting it.
5. Conduct organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.
6. Exercise whatever discretionary authority the Board has under the law to carry out the mission of the organization.
7. Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
8. Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all Board activities in order to inspire confidence and trust in Board activities.
9. Avoid any interest or activity that is in conflict with the conduct of official duties.
10. Respect and protect privileged information to which the Board has access in the course of official GHSA duties.
11. Strive for personal and professional excellence and encourage the professional developments of others.
12. Annually disclose any financial conflicts of interest with the Association.

ARTICLE XI

Executive Board Meetings

The Executive Board shall meet at least twice each calendar year; one meeting during the annual meeting of the Association and the other meeting or meetings at such times and places as the Chair may direct. Meetings may be conducted by conference call.

Representatives from six regions shall constitute a quorum for the transaction of business. Proxies shall not be allowed when constituting a quorum.

The Executive Board shall also meet on written call signed by five members thereof and filed with the Executive Director not less than 30 days prior to the date such meeting is called.

Voting shall be by members present. Proxies shall not be allowed. The rules of parliamentary practice comprised in Robert's Rules of Order shall govern procedures of Executive Board meetings.

The Executive Board may go into Executive Session by a majority vote of its members.

The Executive Board shall vote by mail or electronically transmitted ballot if the Chair determines that any issue must be resolved without delay between meetings of the Board. The distribution and counting of ballots shall be the responsibility of the Chair or delegated by the Chair to the Executive Director.

ARTICLE XII Executive Director

There shall be an Executive Director who shall be appointed by and serve at the pleasure of the Executive Board

The Executive Director shall carry out the following duties:

1. Be the chief executive and operating officer of the Association.
2. With the approval of the Executive Board, maintain general offices in the Metropolitan Area of Washington, DC, for the transaction of Association business, carrying out its functions, promoting its purposes, and keeping suitable and adequate records of its affairs.
3. Keep the official records and the seal of the Association; direct and be responsible for the proper operation of the Association's general office and all its employees.
4. With the approval of the Chairperson or Treasurer, pay all duly authorized items of expenditure, deposit all cash receipts and maintain accurate and adequate financial records of the Association.
5. Prepare the annual report of the Association.
6. At the direction of the Executive Board, make executive agreements and contracts with Federal and state agencies, and others, to provide personal services and other services by the Association consistent with the purposes of highway safety, and the Articles of Incorporation of the Association.
7. Employ and fix the duties of such other personnel as may be deemed necessary to employ subject to budget limitations. Employ such personnel as he/she may deem necessary in order to fill vacancies in existent positions. Obtain Executive Board approval should additional staffing be required. Be responsible for all personnel actions with the Association staff. Conduct performance reviews and recommend to the Executive Board the compensation of the Association staff
8. Establish and maintain liaison and cooperation with Federal agencies and other supporting and cooperating organizations, private or public.
9. Annually present to the Finance and Operations Committee the proposed budget for subsequent fiscal years. Review with the Committee the nature of changes in the budget and assist the Committee in presenting the budget to the Executive Board.
10. Provide to the Treasurer such financial reports as necessary for the Treasurer to present the status of all funds and the management of accounts in his/her reports to the Executive Board.
11. Report to the Executive Board as required and perform such other duties as assigned by the Board.

In the event that the Executive Director is unable to perform such duties as are prescribed in these Bylaws by reason of illness, disability, or absence, or when the office of the Executive Director is vacant, such duties shall be performed by the Chair or by such person as the Chair may appoint until the return of the Executive Director or until the vacancy in the position of Executive Director has been filled.

ARTICLE XIII
Association Meetings

The Association shall conduct an Annual Meeting each calendar year. The Chair or the Executive Board will designate the time and place of this annual meeting and may call additional meetings as necessary and may determine the times and places thereof. A special meeting will be called by the Chair upon written request of a majority of the membership.

The Secretary shall notify each member of the Association or each duly designated alternate of the exact time and place of any and all meetings of the Association at least 30 days in advance of such meeting.

For the purpose of the Annual Meeting, twenty members present and in good standing will constitute a quorum. Proxies shall not be allowed when establishing a quorum.

The vote on a change in the annual dues, an amendment to the Bylaws or the Articles of Incorporation shall be by a two-thirds vote of members present at the meeting. All other votes shall be by simple majority of members present at the meeting.

Voting shall be valid only when cast by representatives of members in good standing as described in Article III of these Bylaws. There shall be one vote for each member. .

Voting may be by voice vote, or by taking of the affirmative and negative votes recorded upon any motion, resolution, or amendment thereto.

If a quorum is not present and cannot be assembled or if the Executive Board determines that membership action is required between Association meetings, the vote may be taken by mail on ballots circulated one to each member by the Secretary or Executive Director no later than 60 days following the mailing thereof. The ballots, after the result is announced by the Secretary, shall be filed as part of the permanent records of the Association.

Any member may request a vote by secret ballot. Upon passage of an appropriate motion, a vote by secret ballot may proceed.

There shall be no voting by proxy.

The rules of parliamentary practice comprised in Robert's Rules of order shall govern procedures of Association meetings. A parliamentarian shall be appointed by the presiding officer of each Association meeting. The ruling of the parliamentarian shall be final in all cases.

A Sergeant of Arms may be appointed by the presiding officer of each Association meeting to ensure all physical preparations are ready for the meeting, promote attendee promptness, help maintain orderly and effective meetings and assist in any way necessary to allow the presiding officer to focus on conducting the meeting.

ARTICLE XIV
Committees

The Executive Board shall establish standing committees to conduct the work of the Association. Members of standing committees shall serve for a term of one year. All standing committees shall submit written reports of their activities to the Executive Board and the membership at the annual meeting.

GHSA Standing Committees shall consist of the following: Finance and Operations, Bylaws and Policies, Member Services, Strategic Communications, Business Development and Fundraising, Workforce Development, Annual Meeting, Nominations, Strategic Planning, and Research.

Task Forces may be appointed by the Chair for assignments of a special character. When a task force completes its assignments, it shall be discontinued.

ARTICLE XV Policies

Policy matters of a continuing nature that would substantially affect the Association and its member jurisdictions may originate in a workshop or in one or more of the standing committees and shall be couched in policy form.

A policy may be offered by the Executive Board, any member in good standing of the Association or by a standing committee. Every policy offered for consideration of the Association shall be in writing and concise in form.

Any policy that has been offered by the Executive Board, any member in good standing of the Association or by one or more of the standing committees shall be forwarded to the Executive Director 30 calendar days prior to the annual meeting. The Executive Director shall forward such policies to the Executive Board and the membership 20 days prior to the Annual Meeting. The Executive Board shall formally present such policies at the annual meeting to the membership for its consideration. The Executive Board may make recommendations concerning such policies. The Executive Board shall report its recommendations to the membership in a general business session with a "do pass" or "do not pass" recommendation of each policy. Policies may be proposed from the floor at any Association meeting, provided permission is given to hear the policy by a two-thirds majority of the member jurisdictions in good standing who are in attendance.

Policies and recommendations which are adopted by a majority of the member jurisdictions present and voting at a general business session of the annual meeting of the Association shall be published in the proceedings of the meeting.

ARTICLE XVI Dues

Annual dues for members shall be for the fiscal year of July 1 to June 30, and are payable within 60 days following the beginning of the fiscal year but in no event no later than the first call to order of the annual meeting. Annual dues for a member state shall be in an amount established by the Executive Board and approved by two-thirds of the member states, payment of which shall constitute membership in good standing.

The dues rate for associate members shall be established by the Executive Board. Associate member dues shall be assessed at the time of application. In the event the application for associate membership is rejected, the dues will be refunded to the applicant. Associate members shall be given at least 60 days notice prior to the effective date of any dues increase.

ARTICLE XVII Funds

All checks, drafts, or other documents for the withdrawal of funds of the Association shall be signed by the Executive Director. In the event that the Director is unable to perform such duties as are prescribed in this Article by reason of illness, disability or absence, or when the office of Executive Director is vacant,

such signature shall be the Chair, any officer designated by the Chair, or by such person as the Chair may appoint until the return of the Executive Director, or until the position of Executive Director is filled. Endorsements of negotiable instruments shall be made in the same manner and under the same conditions.

All books and records of the Association may be inspected by any member of his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XVIII Indemnification

The Association shall to the extent legally permissible indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (including actions by or in right of the Association to procure a judgment in its favor) by reason of the fact that he or she was or is a representative of the Association, or is or was serving at the request of the Association as a representative of another partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred, if such person has been successful on the merits or otherwise in any such action or, upon a determination in the specific case by the Executive Board on the advice of independent counsel that such indemnification is proper in the circumstances because the person acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Association and, in the case of a criminal action, in addition, had no reasonable cause to believe that his or her conduct was unlawful. The Association may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under the District of Columbia Non-profit Corporation Law.

ARTICLE XIX Suspension of Bylaws

The Bylaws of the Association may be suspended during any regular meeting of the Association by a two-thirds majority of member jurisdictions in good standing and present at the meeting.

ARTICLE XX Amendments to Articles of Incorporation and Bylaws

The Articles of Incorporation or the Bylaws may be amended at any meeting of the Association provided that 60 days written notice of the proposed amendment and the text thereof are filed with the Chair prior to the meeting of the Association. Such proposed amendment shall be mailed by the Executive Director to the member jurisdictions at least 30 days prior to any Association meeting. Should the Executive Board determine that such amendment should be resolved without delay between meetings of the Association, the members of the Association may vote by mail or electronically transmitted ballot. After the result is announced by the Chair or Secretary, the ballots shall be filed as part of the permanent records of the Association.

It is the responsibility of the Executive Director, with the approval of the Executive Board, to both circulate proposed changes among the membership and to reproduce the Bylaws as amended, and to make such changes as required to comply with the intent of all amendments passed to those Bylaws.

ARTICLE XXI Dissolution

In the event that the Association is dissolved, funds provided by member jurisdictions shall be returned to them in proportion to their contributions and shall be used for public purposes. Any remaining funds from other sources will be given to a nonprofit or charitable organization or organizations having aims and objectives similar to those of the Association, as determined by the Executive Board at that time, or under the provisions of S 40-1047, et. seq., District of Columbia 1973 Edition.