



August 18, 2021

To: GHSAs SHSO Members

From: Jonathan Adkins

Re: GHSAs Business Meeting Materials

In advance of the upcoming GHSAs Business Meeting on September 12 in Denver, Colorado, please find the following materials:

- An agenda for the meeting, which includes updates on key programs and partnerships, federal relations activities and committee work, along with the election of officers and adoption of the FY 2023 budget.
- [A link to the spreadsheet containing the latest Designation of Alternates/Dues Status.](#) Please review this data to ensure that a registered attendee from your state is authorized to vote during the meeting and that your dues are paid.
- Candidate submissions for officer positions.
- Proposed changes to the GHSAs Bylaws.
- The proposed budget for FY 2023. GHSAs Treasurer Mike Hanson will lead the review and adoption of this proposal and present the Treasurer's Report.

The Business Meeting will include a Federal Relations Training to help members better navigate NHTSA regulatory requirements. In addition to our planned curriculum, we welcome your input on federal relations topics that you would like to discuss. Please send your suggestions to Betty Mercer at [mercerc consulting@comcast.net](mailto:mercerc consulting@comcast.net) and Russ Martin at [rmartin@ghsa.org](mailto:rmartin@ghsa.org) by Friday, September 3.

I also strongly encourage you and your staff to attend the State Member Orientation on Sunday, September 12 from 8:30–9:30 a.m. This is an excellent opportunity to familiarize yourself with the many resources GHSAs offers to State Highway Safety Offices.

If you are unable to join us in Denver, we wanted to let you know that we are exploring the possibility of webcasting the Business Meeting. This would be a one-way webcast that would allow you to view and hear the speakers but would not include the ability to interact with the speakers/staff or participate in the meeting.

I hope to see many of you in Denver next month!



## **AGENDA**

### **GHSA 2021 Business Meeting Sunday, September 12, 2021 Sheraton Denver Downtown Grand Ballroom I**

- 11:00 a.m. – 11:15 a.m. Ford Driving Skills for Life Presentation  
Jim Graham and Team, Ford Motor Company Fund
- 11:15 a.m. – 11:30 a.m. NHTSA Leadership Video Message
- 11:30 a.m. – 11:45 a.m. Member Services Update  
Michael Sandoval, GHSA Member Services Committee Chair  
Pam Fischer, GHSA Senior Director of External Engagement  
Lee Axdahl, CSI Consultant & Principal, Traffic Safety Partners, LLC
- 11:45 p.m. – 12:15 p.m. Light Lunch Served
- 12:15 p.m. – 12:30 p.m. Discussion of LexisNexis Risk Solutions Opportunities for States  
Kendall Poole, Kendall Poole Strategic Relations  
Bob Holtgrave, Director, Business Development  
Jason LaRue, Senior Director, Coplogic Solutions  
Shane Bates, Vertical Solution Consultant  
Daniel Schuessler, Senior Consulting Manager  
Tim Bingham, Senior Director, Consulting
- 12:30 p.m. – 1:30 p.m. Federal Relations Committee Update and Training  
Barbara Rooney, GHSA Federal Relations Committee Chair  
Betty Mercer, GHSA State and Federal Programs Consultant
- 1:30 p.m. – 1:45 p.m. Update on Behavioral Traffic Safety Cooperative Research Program (BTSCR)  
Tom Glass, GHSA Research Committee Chair
- 1:45 p.m. – 1:50 p.m. Discussion of NASCAR Partnership Opportunities  
Daniel Klenetsky, Senior Manager, Government and Community Affairs
- 1:50 p.m. – 2:15 p.m. Break



2:15 p.m. – 4:30 p.m.

GHSA Business

1. Roll Call  
Secretary-designee
2. Adopt Agenda, Chair's Report  
Chuck DeWeese, Chair
3. Nominate and Elect Officers - Chair  
Amy Davey, Nominations Committee Chair
4. Report on Selection of Regional Representatives  
Chuck DeWeese, Chair
5. Nominate and Elect Officers – Vice Chair  
Amy Davey, Nominations Committee Chair
6. Review and Adopt Treasurer's Report, FY 2023 Dues and Budget  
Mike Hanson, Treasurer
7. Nominate and Elect Officers – Treasurer  
Amy Davey, Nominations Committee Chair
8. Review Bylaws and Policy Recommendations  
Lisa Freeman, Bylaws and Policies Committee Chair
9. Nominate and Elect Officers – Secretary  
Amy Davey, Nominations Committee Chair
10. Old Business
11. New Business/Member Open Forum
12. Adjourn



## Governor's Traffic Safety Committee

6 EMPIRE STATE PLAZA • ALBANY, NY 12228 • [TrafficSafety.NY.gov](http://TrafficSafety.NY.gov)

**CHUCK DEWEESE**  
Assistant Commissioner

Ph: (518) 474-5111  
Ph: (518) 474-5777  
Fx: (518) 473-6946

July 19, 2021

**RECEIVED**

**AUG - 3 2021**

Office of Traffic Safety  
Carson City

Ms. Amy Davey, Administrator  
GHSA Nominations Committee Chair  
Nevada Office of Traffic Safety  
107 Jacobsen Way  
Carson City, NV 89711

Dear Ms. Davey:

Please accept this letter as notification of my interest to run for the position of Chair on the Governor's Highway Safety Association (GHSA) Board of Directors for the 2021/22 term.

As you are aware, the State of New York very much values the critical role GHSA plays in reducing fatalities, injuries, and crashes on our nation's highways. It has been an honor to serve GHSA over my tenure as Region 2 Regional Representative, Chair of the Annual Meeting and Federal Relations Committees, as Vice Chair and most recently as Chair. My involvement with board activities has allowed me to excel in my position, and I am beyond thankful for the opportunities I have been afforded.

2020 has certainly been an interesting year and the COVID-19 pandemic and the issues of civil unrest in our country pose significant challenges to both our Washington D.C staff as well as our State and Territory Highway Safety offices (SHSOs). We are at a critical pivot point in terms of the future role of law enforcement in our country, and GHSA needs to be intimately involved with our partners as this new role is defined to ensure traffic safety and traffic enforcement remain a critical function. In addition, the recent civil unrest has led our organization to take a critical look at our own policies, hiring practices and the diversity of our board; and we are presented with an opportunity to grow and become a much stronger organization that also sets an example for all state highway safety offices. I am ready to take on that responsibility and lead the organization as we go down this uncertain road.

As the FAST Act authorization comes to an end, it is critically important that GHSA speak with a united voice on the concerns we have with the current reauthorization proposals. As GHSA Chair, I have been working very closely with GHSA staff and the reauthorization subcommittee to ensure State and Territory concerns are heard by House and Senate leadership. As Chair, I will continue to actively fight to ensure our individual SHSO needs are met and Congress understands the negative consequences of particular reauthorization proposals.

The COVID-19 pandemic that began in March of 2020 has disrupted not only our personal lives but has completely changed our professional lives. GHSA quickly adapted to a predominately remote work environment and yet continued to offer and even expand services to



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Assistant Commissioner

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SHSOs. GHSA was able to secure much needed waivers from the National Highway Traffic Safety Administration (NHTSA) as it relates to many of the administrative burdens SHSOs face, which are either difficult or impossible to complete during this unprecedented pandemic. GHSA flawlessly pivoted to a remote Annual Meeting when our 2020 Conference had to be cancelled in Pittsburgh and delivered multiple topical webinars to our members. We took a leadership role in addressing the challenges related to equity by crafting a proactive statement on equity, conducted research on the impact of traffic crashes on minority communities and compiled a report from a scan of state activities to guide SHSOs in their quest to be more inclusive. Our GHSA committees continued to produce even in the face of a worldwide pandemic by ensuring critical research continued, by examining and revising our bylaws, implementing our strategic plan, advocating on behalf of SHSOs on federal relations issues and delivering spectacular member services.

As we look to the future, my focus will continue to be on the needs of our members. Representing your interests to the NHTSA leadership and Congress, ensuring a strong association financial position, providing you and your office staff the resources you need to effectively manage your highway safety program, continuing to stand in steadfast support of traffic enforcement while simultaneously looking for ways to reach deeper into and provide resources in underserved communities will be just a few of my priorities.

We have been blessed with exceptional leadership on the Board and in Washington, DC at GHSA over the years, and I would be most interested and honored to lead our esteemed group into the future and to continue the tradition of being the nation's leading voice in highway safety.

Sincerely,

Charles R. DeWeese  
Assistant Commissioner

CRD/mr

August 5, 2021

Amy E. Davey  
Administrator  
Nevada Office of Traffic Safety  
107 Jacobson Way  
Carson City, NV 89711

Dear Chairperson Davey,

I am respectfully requesting my name be considered and placed in nomination for the position of Chairman of the of Governors Highway Safety Association's (GHSA) Executive Board. I have served as Director of Virginia's Department of Motor Vehicles Highway Safety Office for eighteen years and I currently serve as a member of the Virginia Department of Motor Vehicle's Executive Board and the Governors Executive Leadership Team on Highway Safety.

A member of GHSA since 2003 I have served in the role of Vice Chairman in the past for several consecutive terms after serving two terms as Secretary to the Board and four terms as Region 3 Representative the position I currently serve in as well. I am also a member of the GHSA By-Laws Subcommittee, the GHSA Work Group on Equity and Traffic Enforcement and recently the Board Development Task Force. Additionally, I currently serve as GHSA Monitor for the National Cooperative Highway Research and Behavioral Traffic Safety Cooperative Research Program Projects, which are in conjunction with the National Academy of Sciences Medical Institute and Research Council. I also serve as representative to the Association of National Stakeholders in Traffic Safety Education.

While not without challenges, GHSA finds itself in an exciting time in history as the nation charts a new course for our transportation future, which includes the future of highway safety and the accomplishment of the ultimate goal of eliminating fatalities on our roadways. With the development and creation of a safe, fair and equitable transportation system by implementing a "Safe System Approach" to highway safety, we have the opportunity of attaining the only acceptable goal of Zero deaths on our roadways. The success of this philosophical and foundational change will demand leadership in every segment of highway safety to challenge the status quo, to look forward not backwards to actively pursue, and support new creative transportation initiatives and encourage and create an environment of collaboration between fellow federal and state transportation and community partners

Law enforcement and policing issues continue to present a challenge for highway safety. GHSA must be willing to take a firm stand regarding the accountability of law enforcement officers and agencies found to be inequitable in the policing of Black, Indigenous, and other vulnerable populations in our nation no matter their race. Public safety goes hand in hand with highway

safety. GHSA must be willing to be active in the dialogue with the Department of Transportation and Department of Justice to help identify and eliminate all bias, and to support the funding for the training of officers. GHSA must work with federal agencies to ensure states have adequate funding to develop and implement data systems, which capture, analyze and report demographic data on each police encounter with the public, which we reimburse with federal grant funding. Additionally, GHSA's leadership must work with the Department of Transportation to ensure that states have access to federal demographic data relating to, crashes, injuries and fatalities.

In addition to my leadership and experience in highway safety, I am also proud to have served and retired as Naval Officer. I hold Master's Degrees in Public Administration from Troy State University and Divinity from Virginia Union University.

I have the leadership and professional experience and established professional relationships to be an effective and impactful Chairman in support of GHSA's mission. It is my promise to demonstrate the highest level of integrity, character, passion and compassion, and to continue the efforts of the association to promote, equity, diversity and inclusion by also making GHSA an association, which models these qualities that all, may see and emulate.

It would be honor to serve as the Chairman of the GHSA Executive Board. I appreciate your consideration and support.



John Saunders

Director,  
Department of Motor Vehicle's  
Virginia Highway Safety Office

August 5, 2021

Ms. Amy E. Davey  
Administrator  
GHSA Nominations Committee Chair  
Nevada Office of Traffic Safety  
107 Jacobsen Way  
Carson City, NV 89711

Dear Ms. Davey:

Please accept this letter as notification of my interest to run for the position of Vice Chair on the Governors Highway Safety Association (GHSA) Executive Board. I am humbled and honored to be considered for the position of Vice Chair and value the opportunity to be the voice of the states and territories working so diligently towards achieving zero roadway deaths.

I proudly served in this position over the past year and as Chair of the Federal Relations Committee. These positions have allowed me to leverage my strong experience in government relations and policy development to the benefit of the association and its membership. With over 30 years of experience in state government programs, I am seasoned in working through complex issues with multiple and varied stakeholders, developing legislative and fiscal strategy, and building the necessary consensus and coalitions to achieve desired outcomes.

Prior to my appointment as the Director of the California Office of Traffic Safety, I served as the Deputy Director of Legislation for the California Department of Motor Vehicles (DMV) and the California High-Speed Rail Authority (HSR). While at the DMV, I worked tirelessly with key traffic safety stakeholders to develop and secure the passage of numerous traffic safety measures in the areas of impaired driving, reckless driving, teen driver safety, distracted driving, aging drivers, and numerous other critical program areas. Navigating legislative and regulatory hurdles was my daily charge at the HSR where I oversaw the HSR's management of \$3.5 billion in federal grant funds helping to deliver the nation's first high-speed rail system.

To say that 2020 brought many new challenges to traffic safety is an understatement. What many of us feared would occur, did. Across the country, we've seen increases in risky driving behavior and the resulting serious injury and fatal crashes. Along with this major setback, our law enforcement partners experienced and continue to experience unimaginable challenges including performing their vital role of traffic enforcement. Each of us individually and collectively navigated through the ever-changing landscape of daily life during this unprecedented time. I am grateful for the support of the traffic safety community as we all maintained our steadfast commitment to save lives through what has been a devastating time in our world history.

August 5, 2021  
Letter of Interest  
Page 2

This difficult period in our history also brought us to a better understanding of the need to ensure equity in our traffic safety programming - requiring us to dig deeper in order to more fully understanding the traffic safety needs of our diverse communities. While there are several factors contributing to the disparities being seen in traffic safety, understanding travel patterns, where fatal and serious injury crashes are occurring and the disproportionate impacts on certain communities will allow us to identify targeted actions to address these underlying factors and improve safety. Equity is a fundamental principle in transportation safety. The transportation system must be safe for all road users, for all modes of transportation, in all communities and for people of all incomes, races, and ethnicities, ages and abilities. We know this as transportation safety professionals and I wholeheartedly believe, together, we will make great progress in this effort in the years to come.

I am beyond proud of how the GHSA Executive Board has responded to the issues/challenges of 2020 and if re-elected Vice Chair of the Executive Board, I commit to continuing the important conversations and work of advancing equity in our highway safety enforcement and engagement programs; supporting SHSOs in their efforts to rebound from the devastating impacts of the pandemic; and navigating the role of SHSOs in support of efforts to implement a Safe System Approach nationally. As Chair of the Federal Relations Committee, my focus will remain on unraveling/or achieving resolution to regulatory and program issues with NHTSA; educating and supporting SHSOs with program/funding changes brought with enactment of federal legislation; and provide leadership and support to the Board of Directors.

No matter the challenge before us, there will always be one single common thread that binds state highway safety officials across this country, and that is our passion towards saving lives. As Vice Chair of the GHSA Executive Board, I will continue to emulate that passion through leadership, collaboration, and partnership.

Thank you for your consideration.

Sincerely,



Barbara L. Rooney

cc: GHSA Executive Director Jonathan Adkins

August 5, 2021

Amy E. Davey  
Administrator  
Nevada Office of Traffic Safety  
107 Jacobson Way  
Carson City, NV 89711

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In addition to my leadership and experience in highway safety, I am also proud to have served and retired as Naval Officer. I hold Master's Degrees in Public Administration from Troy State University and Divinity from Virginia Union University.

I have the leadership and professional experience and established professional relationships to be an effective and impactful Vice Chairman in support of GHSA's mission. It is my promise to demonstrate the highest level of integrity, character, passion and compassion, and to continue the efforts of the association to promote, equity, diversity and inclusion by also making GHSA an association, which models these qualities that all, may see and emulate.

It would be honor to serve as the Vice Chairman of the GHSA Executive Board. I appreciate your consideration and support.

A handwritten signature in blue ink, appearing to read "John Saunders". The signature is fluid and cursive, with a large initial "J" and "S".

John Saunders

Director,

Department of Motor Vehicle's  
Virginia Highway Safety Office



## Office of Traffic Safety

445 Minnesota Street • Suite 1620 • Saint Paul, Minnesota 55101

Phone: 651.201.7065 • TTY: 651.282.6555

[ots.dps.mn.gov](http://ots.dps.mn.gov)

26 July, 2021

Amy Davy  
GHSA Nominations Committee Chair  
Nevada Office of Traffic Safety

Dear Chair Davy,

With his letter I would like to declare my candidacy for the Executive Board position of Treasurer with the Governor's Highway Safety Association. As the currently elected GHSA Treasurer I find the position both rewarding and a great opportunity to help advance the Association as a whole.

I currently serve as the Director for the Minnesota Department of Public Safety Office of Traffic Safety and I am the designated Governor's Representative.

GHSA is a strong and progressive organization with a solid financial footing. The membership, Executive Board, and excellent staff have positioned the Association to be the nationally recognized leader for traffic safety across all of our states and territories. The financial strength and stability we have gives GHSA a strong base to support our members and to leverage additional opportunities with our many valued partners and stakeholders. I believe that the solid fiscal management that I will bring to this position will continue to benefit our mission, our membership, and our programs even as we navigate through these unsettled times that are full of unknowns. As your Treasurer I see it as a core responsibility to be a good steward of the Association's resources while also using those resources to support the Board as we strategically invest in the programs and partnerships that will enable us to accomplish our mission with a maximum return from these investments. In spite of the current challenges, we still have a vital mission to carry out; saving lives. As Treasurer I pledge to work with the Executive Board and our membership to use our financial strength to accomplish that mission.

The position of Treasurer is a critical function of any successful professional organization. It serves as the check and balance that protects our GHSA resources while also informing the membership and the Executive Board of the fiscal activities of GHSA. I fully intend to protect the sound financial foundation that has been built while also ensuring that our members are well served by our financial strength. I bring a broad range of experience to this position. In addition to my public sector positions (State Patrol District Commander and current OTS Director) I have served on a number of boards and committees. I served as the Secretary/Treasurer and Vice President of the Minnesota State Patrol Supervisors Association, elected Supervisor for the local Soil and Water Conservation District, as President of our local youth hockey association, President of a local conservation group, and I have been an active member of GHSA.

I see the position of Treasurer as a great opportunity to serve the GHSA membership and to contribute to our continuing success. I have always believed that membership in any organization means commitment and contribution. If elected I will be an active and engaged member of the Executive Board and look forward to the opportunity to serve our membership.

Thank you very much for the opportunity to stand for this position and I would very much appreciate your support.

*Michael Hansen*

Alcohol  
and Gambling  
Enforcement

Bureau of  
Criminal  
Apprehension

Driver  
and Vehicle  
Services

Emergency  
Communication  
Networks

Homeland  
Security and  
Emergency  
Management

Minnesota  
State Patrol

Office of  
Communications

Office of  
Justice Programs

Office of  
Pipeline Safety

Office of  
Traffic Safety

State Fire  
Marshal

August 5, 2021

Amy E. Davey  
Administrator  
Nevada Office of Traffic Safety  
107 Jacobson Way  
Carson City, NV 89711

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John Saunders

Director,  
Department of Motor Vehicle's  
Virginia Highway Safety Office



Janet T. Mills  
Governor

STATE OF MAINE  
Department of Public Safety  
**Bureau of Highway Safety**  
164 State House Station  
Augusta, Maine  
04333-0164



Michael J. Sauschuck  
Commissioner

Lauren V. Stewart  
Director

August 6, 2021

Amy Davey  
Administrator  
Nevada Office of Traffic Safety  
107 Jacobsen Way  
Carson City, NV 89711

Dear Administrator Davey,

This letter will serve as notice of my intention to seek re-election to the position of Secretary for the Governor's Highway Safety Association Executive Board for the 2021-2022 term.

I have served on the GHSA Board in various capacities since 2004. I am confident that my experience with both GHSA, and as the Director of Maine's Highway Safety Office, make me well qualified to continue to serve the Association in this position.

Thank you for your consideration.

Respectfully,

Lauren V. Stewart, Director

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Buckle Up. Drive Safely.

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Office Located At:  
Central Maine Commerce Center  
45 Commerce Dr, Suite 1  
Augusta, ME 04330  
Phone: (207) 626-3840  
Fax: (207) 287-3042

August 5, 2021

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It would be honor to serve as the Secretary of the GHSA Executive Board. I appreciate your consideration and support.



John Saunders

Director,  
Department of Motor Vehicle's  
Virginia Highway Safety Office

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

**April 30, 2021**

**DRAFT**

# 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~~governor's state highway safety programs;
  - b. aiding ~~Governors~~states in the development of policies consistent with the needs and goals of theseveral states; and
  - c. informing ~~Governors~~governors of actions needed at national, state and local levels to develop andto 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~~crashes 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~~nonprofit corporation, organized under the provisions ofthe 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~~nonprofit 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 the District of the United States and the Indian Nations~~ Columbia, in good standing.

Association members, in pursuit of highway safety policies, serve the unique and diverse needs of all people across the states and territories of the United States. Members work to build an inclusive environment, acknowledging that members are more effective together than individually. Association members optimize their impact through accountability, open communication, a welcoming network, and equitable opportunities for volunteer leadership and professional development. Members strive to expand access to the association's resources and foster a constant dialogue with a diverse membership.

The members of the Association shall be represented by the Governor's Representative for Highway Safety, who shall be designated by the ~~Chief Executive~~ governor or 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~~ Governor's Alternate to represent their jurisdiction. An Alternate may be a member of a State Highway Office, and may include a State Highway Safety Officer Coordinator, Director, or Administrator or the Deputy or Assistant Coordinator, Assistant Director or Assistant Administrator who serves in the equivalent role in the State Highway Safety Office. ~~Should the Governor's Representative not have the authority to designate a Governor's Alternate, such designation may be made by the Governor or the Chief Executive.~~ The designation may be made either for the duration of ~~his/her~~ the Governor's term of office or until ~~his or her~~ their 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:~~

Should the Governor's Representative change, the Association shall notify their replacement or their incumbent Governor's Alternate of the authority of the Governor's Representative to designate a Governor's Alternate.

All Governor's Alternate designations shall be submitted in writing addressed to the Chair at the Association office or to the Chair's office and prior to the Governor's Alternate holding office in the Association. The written designation shall include:

1. The name and address of the ~~alternate~~ Governor's Alternate being designated, a statement that such ~~alternate~~ Governor's Alternate is authorized to represent the views of ~~his~~ the Governor or the 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.
- ~~1. 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.~~
3. Any ~~alternate~~ Governor's Alternate who is representing ~~his or her~~ their State in the

Association at the time of a 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.

4. ~~Designation~~ A new designation of alternate ~~Governor's Alternate~~ must be made by no later than thirty days prior to the ~~GHSA Annual~~ any Association Meeting in order for that new Governor's Alternate to represent their state during the 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 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 sponsoring the Association or endorsing the purposes and goals of the Association and which has been determined to meet the following criteria shall qualify as be eligible to become 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 Regional Alternate who will serve on the Executive Board. The Regional Representatives and Regional Alternates shall be elected annually from the member states of their respective regions at each Annual Meeting.

Should a Regional Representative or Regional Alternate candidate not be the Governor's Representative or Designated Governor's 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~~ Candidates 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, and Mississippi
- 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

~~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 four Officers shall collectively comprise the Executive Committee.

The Chair, Vice Chair, Treasurer, and Secretary shall hold office for one year or until their successors have been qualified and elected and shall be subject to term limits under Article XIII.

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 to the Governance Committee 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~~ Governor's Alternates. For a ~~designated alternate~~ Governor's 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.~~

The Governance Committee shall oversee the election of Association officers.

Nominations or announcements of candidacy for ~~elected offices~~ Association officers shall be made in writing to the Chair of the ~~Nominations~~ Governance Committee no later than 30 days prior to the ~~annual meeting and Annual Meeting or~~ 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~~ Governance 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~~ Governance 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~~ Annual Meeting and shall be conducted by secret

ballot or by acclamation if there is an uncontested position for GHSA officer.

The ~~Nominations~~Governance Committee in conjunction with the Executive Director shall ~~take care of preparation of~~prepare the ballots, ~~conducting~~conduct the elections, ~~counting~~count the ballots, and ~~announcing~~announce 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~~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~~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~~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 Vice Chair shall be the Chair of the Federal Relations Committee, though the Chair, at their discretion, may appoint another individual to that position.

The Secretary shall be responsible for ~~recording and circulating minutes of ensuring that all meetings of the Association and of the Executive Board. The Secretary shall also record, maintain and archive all motions offered by meeting minutes are recorded~~ circulated minutes to the Association and the Executive Board. The Secretary shall ensure that all minutes are recorded, maintained and archived. 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 Advise~~ the Governance Committee and Executive Board on additions, amendments and corrections to the Bylaws.
  - g. Periodically review the Association's insurance and recommend adjustments as necessary.
  - h. ~~Maintain~~Review the Association's Accounting and Financial Management Manual that is maintained by the GHSA Finance Department.
  - 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**

### **A. Executive Board Membership**

The Executive 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~~Chair of each ~~Standing Committee~~standing committee. In addition, the immediate past Chair may remain as an ex-officio member of the Executive Board for the term of the successive chair.

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

Officers, Committee Chairs, and Regional Representatives shall attend and participate in two meetings per year. The Chair may request a Board member who does not meet this attendance requirement resign from the Board. If such a resigning Board Member is a Regional Representative, an Alternate Representative may take their place representing their state.

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

### **B. Executive Board Size and Assessment**

The size of the Board shall not exceed 25 voting members.

The Governance Committee, in conjunction with the Executive Board, shall conduct an annual board assessment of existing members and committees, including the Regional Representatives.

### **C. Term Limits**

Beginning in the 2021-2022 program year, all new Board members and Officers shall be subject to the following term limits:

Board Officers shall serve no more than three elected, one-year, consecutive terms in any one Officer role.

Committee Chairs shall serve no more than three one-year consecutive terms leading any one committee. The Board Chair may reappoint any Committee Chair for more than three one-year terms based on the Annual Committee review required under Article XIV and the findings of the annual board assessment conducted by the Governance Committee under this Article.

Regional Representatives shall serve no more than three consecutive years.

Any member prohibited from serving on the Board due to these term limits may return to a position on the Board after one year.

The GHSA professional team shall track term limits for all Executive Board members and share information with the Executive Committee and Governance Committee annually.

## **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~~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~~overall salary budget for the ~~staff~~paid professionals 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 ~~tenfifteen~~ percent (~~4015~~%) of an adopted budget during any one fiscal year. The ~~tenfifteen~~ percent (~~4015~~%) 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~~ Annual Meetings. Such policies shall be subject to confirmation by the membership at the subsequent ~~annual meeting~~ Annual Meeting.
13. Take necessary action to implement all policy positions adopted by the Association at its ~~annual meeting~~ Annual Meeting.
- ~~14. When conditions preclude member attendance, it is incumbent upon such member to contact the Alternate from their region to represent the regional interests. Provide peer mentorship to new board members, formally or informally.~~

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

8. Immediately notify the Chair and Executive Director when a special problem or concern arises in the region.
9. Serve as coordinators of Annual Meeting sessions.
10. Serve as peer mentors to Regional Alternates, formally or informally.
11. Contact the Regional Alternate ask them to represent their region at Executive Board meetings when conditions preclude the Regional Representative's attendance.

## **ARTICLE X Executive Board Code of Ethics**

~~The Executive Board shall:~~

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~~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, video call or virtually via remote means. For meetings of the Executive Board, the Association, or as otherwise provided for within these Bylaws, standards and procedures for virtual participation by remote means shall be established by the Executive Director in consultation with the Chair.

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 a 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~~contained in Robert's Rules of Order shall govern procedures of Executive Board meetings.

The Executive Board may go into the Executive Session under Robert's Rules of Order 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~~Chair 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~~ Annual Meeting and may call additional meetings as necessary and may determine the times and places thereof. ~~A~~ The Chair shall call a special meeting- ~~will be called by the Chair~~ upon written request of a majority of the membership.

The ~~Secretary~~ GHSA professional team shall notify each member of the Association or ~~each duly designated alternate~~ Governor's 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~~ 35 percent (35%) of members present either in person or virtually via remote means, and in good standing will constitute a quorum. Proxies shall not be allowed when establishing a quorum.

~~The~~ Any 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 or virtually via remote means. All other votes shall be by simple majority of members present at the meeting or virtually via remote means.

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 any Association ~~meetings~~Meetings, the vote may be taken by ~~mail-one~~electronic 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~~contained in Robert's Rules of order shall govern procedures of any Association ~~meetings~~Meetings. The Chair of the Governance Committee, or their designee, shall serve as the parliamentarian for 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**

### **Committees**

#### **A. In General**

The Executive Board shall establish standing committees to conduct the work of the Association. ~~Members of standing committees~~Committee Chairs shall ~~serve for a term~~be appointed by the Chair of one year. ~~All standing committees shall submit written reports of their activities to the Executive Board.~~ The term for Committee Chairs shall be one year and the membership at the annual meetingCommittee Chairs shall be subject to term limits under Article VIII.

Each Committee Chair shall establish and maintain a written charter and report annual goals to the Executive Board and to the membership at the Annual Meeting.

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

#### **B. Committee Membership**

Each standing committee shall consist of no fewer than three members in good standing (including the Chair) and shall not exceed 11 members (including the Chair or Co-Chairs), except for the Annual

Meeting Committee which shall consist of no fewer than three members but shall have no upper limits to its membership.

Committee Members shall not be subject to Committee service term limits. However, each Committee shall strive for an annual rotation of members and may invite one new member to join and request that one existing member depart.

#### **D. Committee Review**

The Chair shall conduct an annual review of the Executive Board's Committees that shall include an assessment of Committee activities, each Committee's Chair continued interest in service and the composition and rotation of committee members. The Chair may recommend that a Committee Chair rotate Committee membership.

#### **E. Task Forces**~~may be appointed by the~~

The Chair may establish Task Forces for assignments of a time-limited, special character. All task forces shall have a written charter. When a task force completes its assignments, it shall be discontinued.

#### **F. Advisory Committee**

The Executive Board may form an Advisory Committee and invite non-voting, former Board members to serve as Advisory Committee members. The Advisory Committee shall have no minimum or maximum size.

Any former board member may submit a request to the Executive Committee to join the Advisory Committee. The Executive Board shall vote to approve all membership requests by a simple majority. Advisory Committee members need not be members in good standing and may be retired from their positions. Members of the Advisory Committee may serve at-will, without term limits. Advisory Committee Members may be removed for cause by a vote of two-thirds of the Executive Board.

The Advisory Committee will not have a chair, but will be led by the GHSA Executive Director, or their designee, who shall establish committee procedures in consultation with the Chair of the Executive Board.

The members of the Advisory Committee shall:

1. Provide peer mentorship to the Executive Board.
2. Share their expertise and experience with GHSA.
3. Provide other advisory services as requested by GHSA.

The Chair may invite Advisory Committee members to attend any Association Meeting as observers or presenters.

### **ARTICLE XV Policies**

#### **Policies**

The Association shall establish and maintain its Policies and Priorities in writing and may establish, adopt,

alter or eliminate 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~~ shall be approved by the membership during the Annual Meeting.

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

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~~ 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~~ 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 at the~~ Annual Meeting with a "do pass" or "do not pass" recommendation of each policy. Policies may be proposed from the floor at any ~~Association meeting~~ Annual 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~~ an Annual Meeting 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 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 Executive 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~~Nonprofit 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**

### **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.



**BUDGETS**  
**FY2021, FY2022 and FY2023**

CODE	EXPENSES	FY 2021 Budget	FY 2022 Budget	FY 2023 Proposed Budget
5000	403(B) - ER - Annuities	75,841	110,197	116,243
5050	AV	4,000	4,000	6,000
5080	Bank Svs Chgs (includes credit card and Reserve account charges)	20,000	20,000	25,000
5100	Catering	18,000	15,000	20,000
5200	Dues	1,500	2,000	4,300
5190	Furniture & Equipment (does not include Depreciation)	3,500	3,500	3,500
5350	Insurance-Busines (office)	10,200	11,000	11,000
5400	Insurance-Health&Dental	48,000	55,000	73,680
5450	Insurance-LTD	8,000	9,000	9,000
5550	Miscellaneous	6,000	7,000	7,000
5750	Payroll Taxes- FICA	42,000	43,000	46,000
5770	Payroll Taxes - Paid Family Leave (PFL)			5,700
5760	Payroll Taxes - State Unemployment Disability Insurance - ER	1,500	2,500	4,000
5900	Postage	3,500	3,500	3,500
6000	Printing	3,500	3,500	3,500
6050	Prof. Svs-Accounting	40,000	40,000	40,000
6051	Prof. Svs-IT Specialists	35,500	40,000	45,000
6053	Prof. Svs - Bookkeeping	35,000	37,000	40,000
6100	Prof. Svs-Other Consultants	75,000	85,000	100,000
5220	Publications/Subscriptions	11,000	11,000	24,000
5600	Rent	288,691	296,808	304,228
6170	Repairs & Maintenance	250	250	250
6200	Room Rental	4,000	4,000	4,000
6300	Salaries	618,863	751,431	792,564
6400	Special Equipment	13,500	13,500	13,500
5650	Supplies	5,000	5,000	5,000
6420	Taxes-Other	4,500	5,000	5,000
6500	Telephone	7,500	7,500	15,000
6510	Training (Tuition/Books)	2,000	4,000	8,000
6520	Transportation-Subsidized	13,000	14,500	14,500
6600	Travel-Staff	29,000	32,000	35,000
6601	Travel-Other	12,000	13,000	13,000
	<b>Total Expenses</b>	<b>1,440,345</b>	<b>1,649,186</b>	<b>1,797,465</b>



## **Operating Budget FY2023 Worksheet**

The proposed budget of \$1,797,465 is an increase of \$148,279. This is a 9% increase from the FY22 adopted budget. With GHSA's growing staff, which is currently nine and approved at ten employees, increases are projected for related expenses (i.e., annuities, health, dental, vision and LTD insurance, payroll taxes, salaries and training). Travel expenses are increased slightly due to continued growth and increasing attendance at member events as well as other meetings to continue enhancing GHSA's visibility. Professional services including IT specialists, accounting and bookkeeping and other consultants are all minimally increased to account for additional needs due to growth. This category also includes outside legal counsel and human resource-related consulting and funding for special projects. Additional details are reflected below.

Note: Assumptions and projections are made using historical data as baselines as FY 2021 was an anomaly due to the pandemic.

### **Annuities**

Eligible employees receive contributions to their 403(b) tax deferred annuities at a rate of 11%. The amount indicated on the spreadsheet is based on the FY21 salary structure.

### **AV**

The budget assumes fees for three quarterly Board meetings, two Executive Training Seminars and approximately six other meetings. This line item is increased to include the additional Executive Training Seminar.

### **Bank Charges**

Bank charges currently include credit card fees and long-term reserve TRAK funds management. The budget assumes level funding in this line item.

### **Catering**

This category has been under-budgeted in recent years. For FY23, it is assumed there will be three in-person Board Meetings, two Executive Seminars and six other small meetings.

### **Dues**

The budget assumes maintaining current annual memberships including the American Society of Association Executives, Eno Transportation Foundation and the PAVE Campaign. The increase in this line item reflects the Board-approved membership in the PAVE Campaign (\$2500).

### **Furniture and Equipment**

No expected furniture expenses this year. As part of the annual replacement plan, the purchase of two computers is included. Line item assumes level funding.

### **Insurance-Business (office)**

Current policies total approximately \$5,000 to include: Business/Employment; Directors and Officers; ERISA; Fiduciary; General Liability; Professional, Technical & Cyber Security and Worker's Compensation. The budget assumes level funding.

### **Insurance-Health and Dental**

GHSA currently spends \$41,764/yr. which includes \$12,000 for deductibles and \$500 service fees annually. Dental insurance is currently \$3,043 and vision is \$504 per year. This line item assumes an increase to accommodate the current number of employees as well as the increasing cost of insurance.

### **Insurance-LTD**

The annual premium for long term disability (LTD) insurance assumes level funding.

**Miscellaneous**

This line item covers software, business lunches, donations, fees, etc. The budget assumes level funding.

**Payroll Taxes-FICA**

Annual costs are currently averaging \$3,890 monthly. The budget assumes an increase relative to current number of employees.

**Payroll Taxes-State Paid Family Leave (PFL) – ER**

This is a new line item reflecting DC’s mandatory program. Costs are approximately \$5,700 annually.

**Payroll Taxes-State Unemployment Disability Insurance - ER**

Annual costs are approximately \$1,548. The budget assumes an increase relative to current number of employees.

**Postage**

Includes mailing GHSA’s Annual Report and other mailings throughout the year. The budget assumes level funding.

**Printing**

Assumes in-house copier coverage quota and other printing expenses such as GHSA’s Annual Report.

**Prof. Services-Accounting**

Covers annual cost for year-end audits and tax preparations (Form 990, Corporation Franchise and single audit). Assumes level funding for FY23. Note: Single audit expenses are currently charged to federal contracts and aren’t included in this line item.

**Prof. Services-Bookkeeping**

Covers the cost of monthly bookkeeping, year-end audit preparation, overhead rate calculations, annual return for sales and use tax and report of unclaimed property verification. The budget assumes a slight increase due to increased need with GHSA’s growing state and private sector funding sources.

**Prof. Services-IT Specialists**

Covers 24/7 maintenance for IT services and data base management services. Funds are also included for customizations, ad hoc projects and additional troubleshooting as required. The budget assumes a slight increase in this line item due to growth and cyber security enhancements.

**Prof. Services-Other Consultants**

This covers the fees for GHSA’s State and Federal Programs Consultant. It also covers consulting fees for writing, design and layout of the newsletter and other safety related publications (i.e., “Spotlight” on Safety reports). Payroll, registered agent as well as legal and HR fees are also included in this line item. Special Board-approved projects such as GHSA’s work on equity also are included in this line item. This line item is increased based on current and historical expenditures.

**Publications/Subscriptions**

Current annual budget includes: Adobe (pdf converter), Constant Contact (broadcast email service), Formsite.com (online survey forms), L-Soft (discussion list-serve), Leadership Directories (Congressional Yellow Book), and Shutterstock. Additional annual publications/subscriptions currently include Facebook Business Services, NY Times, Register.com (domain registry) and Washington Post Digital. The budget assumes an increase to accommodate GHSA’s subscription to Meltwater Media Services which aid in our media outreach and tracking. Also included are funding to cover increased use virtual platforms such as Zoom.

**Rent/Lease Agreement**

The lease agreement is currently \$24,368/monthly/base = \$15,523 plus \$4,732 (operating expenses) and \$4,113 (real estate taxes). The lease expires December 31, 2029. The budget assumes a 2.5% increase based on the lease.

**Repairs and Maintenance**

This line item is maintained at the same level.

**Room Rental**

This line item is maintained at the same level and includes GHSA’s Board Meetings and two Executive Seminars. GHSA’s office lease provides some access to meeting space which has prevented increases in this line item.

**Salaries**

No assumptions are made regarding future cost of living increases, merit-based salary increases or bonuses. 10 positions are assumed in-line with previous Board approval. Based on conservative assumption, the budget projects 75% of salaries to be paid for out of this budget and the other 25% charged to federal, state and private sector contracts, which is in line with GHSA's historical performance.

**Special Equipment**

Current annual costs include: copier lease agreement (DeLage Landen), postage meter rental and service contract (Mail Finance). The budget assumes level funding in this line item.

**Supplies**

This line item assumes level funding.

**Taxes-Other**

This line item covers the property tax on the copier, District of Columbia business license, Form 5500 and 1099 filing fees. The budget assumes a level funding.

**Telephone**

This line item includes wireless (Verizon), VOIP (Allied Telecom) service, conference calls (The Conference Group) and webinars (Go-To-Webinar). Due to growth and additional needs, this item has been underfunded and the increase is in-line with actual expenditures.

**Training (Tuition/Books)**

This line item is increased based on increased number of staff and more cross-training. Two recent outside consultants have recommended more training opportunities for GHSA staff.

**Transportation-Subsidized**

This line item accounts for 10 employees, not all of whom who utilize the benefit, so this item is level-funded.

**Travel-Staff**

Travel costs (including registration fees for conferences such as Lifesavers and ASAE and other events as well as local ground transportation) are presumed as follows:

- Executive Board (3 trips – three staff -- 3 days/2 nights/airfare)
- Executive Seminar (2 trip -- two staff -- 4 days/3 nights and airfare)
- Lifesavers (1 trip – four staff -- 4 days/3 nights and airfare)
- Misc. trips (14 trips – 4 days/3 nights and airfare)

This line item assumes an increase based on additional staff and increased opportunities for GHSA.

**Travel-Other**

This line item covers expenses for: Chair's travel on behalf of GHSA, member participation in various meetings, faculty travel to the Executive Seminars and other Board/Member related travel. This line item is level-funded.