



**BYLAWS OF THE GOVERNORS  
HIGHWAY SAFETY  
ASSOCIATION  
(GHSA)**

**REVISED  
August 24, 2025**

# **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. developing policies consistent with the needs and goals of theseveral states.
  - c. informing governors of actions needed at national, state and local levels to develop and implement strategic highway safety programs.
3. To study all problems connected with highway safety.
4. To collaborate with other agencies and organizations in the consideration and solution of highwaysafety problems.
5. To develop better ways and means of adequately informing community leaders and the public as to the magnitude and costs of highway crashes and as to corrective measures.
6. To inform Congress, the Administration and federal agencies of the policy concerns of State Highway Safety Offices (SHSOs).

The Association may exercise any power which a nonprofit 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) 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 benefit 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 (SHSO) of each State, Territory and the District of 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 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 a Governor's Alternate to represent their jurisdiction. An Alternate may be a member of an SHSO, 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 SHSO. 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 the Governor's term of office or until their successor shall appoint a replacement.

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 Governor's Alternate being designated, a statement that such Governor's Alternate is authorized to represent the views of 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.
3. Any Governor's Alternate who is representing their 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.
4. A new designation of a Governor's Alternate must be made no later than 30 days prior to 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, Operations & Audit 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 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 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. 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:   | Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont                        |
| Region II:  | 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                                                          |

## **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 VIII.

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 Chief Executive Officer 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 they are Governor's Representatives or Governor's Alternates. For a 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      Election of Officers**

The Governance Committee shall oversee the election of Association officers. No candidate for Association office may oversee or carry out their own election. The Chair of the Governance Committee and any members of the Governance Committee who have been nominated or have announced their candidacy must recuse themselves from election planning and implementation.

Nominations or announcements of candidacy for Association officers shall be made in writing to the Chair of the Governance Committee no later than 30 days prior to the 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 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 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 and shall be conducted by secret ballot or by acclamation if there is an uncontested position for GHSA officer.

The Governance Committee, in conjunction with the Chief Executive Officer, shall prepare the ballots, conduct the elections, count the ballots, and 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, and another vote will be held.

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

## **ARTICLE VII Duties of Officers**

### **A. The Chair**

The Chair shall carry out the following duties:

1. Call to order and preside at all meetings of the Association and of the Executive Board.
2. Appoint all chairs of committees within 30 days after the election at the Annual Meeting.
3. Fill any vacancy that may occur of any committee chair 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 Chief Executive Officer.
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.

## **B. The Vice Chair**

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 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 Vice Chair may appoint a Co-Chair of the Federal Relations Committee with the approval of the Chair.

## **C. The Secretary**

The Secretary shall be responsible for ensuring that all Association meeting minutes are recorded and circulated to the Association and the Executive Board. The Secretary shall ensure that all minutes are recorded, maintained and archived.

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 Chief Executive Officer 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.

## **D. The Treasurer**

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, Operations & Audit 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 Chief Executive Officer 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. Periodically review the Association's insurance and recommend adjustments as necessary.
  - g. Review the Association's Accounting and Financial Management Manual that is maintained by the GHSA Finance Department.
  - h. 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.
  - i. At the Treasurer's discretion, appoint a Co-Chair of Finance, Operations & Audit Committee, with the approval of the Chair.
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 shall consist of the members described herein.

The Executive Board shall consist of the officers, the Regional Representatives chosen by each Region of the Association, and the Chair or Co-Chairs of each standing committee. In addition, the immediate past Chair may remain as an ex-officio member of the Executive Board for the first term of the successive Chair.

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 serve only when their respective jurisdictions are members in good standing.

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 Co-Chairs, and Regional Representatives shall each attend and participate in at least 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 and Co-Chairs shall serve no more than three one-year consecutive terms leading any one committee. The Board Chair may reappoint any Committee Chair or Co-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 and Regional Alternates 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.

GHSA staff 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**

### **A. Executive Board Member Duties**

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 Chief Executive Officer and authorize the amounts and purposes for which funds of the Association may be expended.
6. Approve the overall salary for paid professionals of the Association within the budget.

7. Authorize the creation of standing committees from the membership as may be necessary and 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 fifteen percent (15%) of an adopted budget during any one fiscal year. The fifteen percent (15%) 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.
14. 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.

## **B. Regional Representative Duties**

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 and 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. Help identify new Governors' Representatives and Coordinators, notify the Executive Board and Chief Executive Officer. Introduce new members to GHSA, brief 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 Chief Executive Officer 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 to 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:

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, 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 Chief Executive Officer 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 Chief Executive Officer 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 contained in Robert's Rules of Order shall govern procedures of Executive Board meetings.

Though Executive Board members may serve in multiple capacities on the Executive Board, each member may only have one vote. Though a Regional Representative and Regional Alternate, and Committee Co-Chairs, may jointly participate in an Executive Board Meeting, each region and each Committee shall only have one vote unless an individual is voting by virtue of serving in another voting position on the Executive Board. The immediate past Chair serving as an ex-officio member of the Executive Board under Article VIII is non-voting unless that individual is serving in another voting position on the Executive Board. A task Force Chair appointed under Article XIV is non-voting unless that individual is serving in another voting position on the Executive Board.

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, the Secretary, and the Chair of the Governance Committee, or delegated by the Chair to the Chief Executive Officer.

## **ARTICLE XII    Chief Executive Officer**

There shall be a Chief Executive Officer who shall be appointed by and serve at the pleasure of the Executive Board.

The Chief Executive Officer 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 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 Committee 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 overall 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, Operations & Audit 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 Chief Executive Officer 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 Chief Executive Officer is vacant, such duties shall be performed by the Chair or by such person as the Chair may appoint until the return of the Chief Executive Officer or until the vacancy in the position of Chief Executive Officer 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. The Chair shall call a special meeting upon written request of a majority of the membership.

The GHSA professional team shall notify each member of the Association or 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, 35 percent (35%) of members present and in good standing will

constitute a quorum. The Executive Board, at its sole discretion, may allow for virtual participation at the Association Meeting. Proxies shall not be allowed when establishing a quorum.

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, the vote may be taken by electronic ballots circulated one to each member by the Secretary or Chief Executive Officer 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 contained in Robert's Rules of Order shall govern procedures of any Association 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 at 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**

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

The Executive Board shall establish standing committees to conduct the work of the Association. Unless otherwise provided in these Bylaws, Committee Chairs and Co-Chairs shall be appointed by the Chair of the Executive Board. The term for Committee Chairs and Co-Chairs shall be one year and Committee Chairs and Co-Chairs shall be subject to term limits under Article VIII.

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

GHSA Standing Committees shall consist of the following: Annual Meeting; Community Partnerships; Federal Relations; Finance, Operations & Audit; Governance; Member Services and Development; and Research.

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

Each standing committee shall consist of no fewer than three individuals and shall not exceed 11

individuals (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.

A Committee Chair or Co-Chair must be a member of the association in good standing. Committee members shall be members of the association in good standing, though the Chair or Co-Chair may allow a member to designate a state employee, subrecipient, contractor, partner or other individual supporting the member in a similar capacity to serve as a non-voting member of a Committee. No more than 50 percent (50%) of a Committee's membership may consist of individuals who are not members of the association.

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

### ***C. 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 or Co-Chair's continued interest in service and the composition and rotation of committee members. The Chair may recommend that a Committee Chair rotate Committee membership.

### ***D. Task Forces***

The Chair may establish Task Forces for assignments of a time-limited, special character. All task forces shall have a Task Force Chair and a written charter. A Task Force Chair may serve only when their respective jurisdiction is a member in good standing. When a task force completes its assignments, the Chair may discontinue it.

### ***E. 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 Chief Executive Officer, 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**

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 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 as a concise 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 Chief Executive Officer no later than 30 calendar days prior to the Annual Meeting. The Chief Executive Officer shall forward such policies to the Executive Board and the membership 15 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 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 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 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 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 Chief Executive Officer. In the event that the Chief Executive Officer is unable to perform such duties as are prescribed in this Article by reason of illness, disability or absence, or when the office of Chief Executive Officer 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 Chief Executive Officer, or until the position of

Chief Executive Officer 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 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 30 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 or electronically transmitted by the Chief Executive Officer to the member jurisdictions at least 15 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 Chief Executive Officer, 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.