

**BYLAWS**  
**IOWA-ILLINOIS SAFETY COUNCIL, INC.**  
**As Amended February 8, 2013**

**Section 1**  
**MISSION**

The mission of the Iowa-Illinois Safety Council is to persuade society to embrace effective safety, health, and environmental practices in the workplace, on the roadways, and in our homes and communities.

**Section 2**  
**BOARD OF DIRECTORS**

**2.1 Powers.** The business affairs of this nonprofit corporation (herein “corporation”) shall be managed under the direction of its Board of Directors (herein “Board”). Without limiting these general powers, the Board shall have the authority and duty to do the following:

- (a) Admit to membership of the corporation any corporation, association, group or individual and to fix the dues, terms and conditions of membership and to determine the classes, types and kinds of membership.
- (b) Terminate or suspend memberships in the corporation, provided no membership is suspended or terminated without an opportunity for hearing under rules prescribed by the Board.
- (c) Affiliate the corporation with the National Safety Council and take steps as necessary to conform to standards promulgated by it.
- (d) Recognize, by the issuance of certificates or otherwise, local safety organizations established within Iowa and Illinois.
- (e) Approve Council acceptance of gifts or property and to direct the Executive Committee of the corporation in the handling of property and investment or reinvestment of any of its funds, whether they arise from gift, grant, dues, subscriptions, inheritance, or otherwise and whether they are from public or private funds.
- (f) Establish, promote and encourage any and all types of educational programs for the prevention of accidents and the encouragement of safety and health.
- (g) Provide for the recognition of the efforts of local subdivisions of government or individuals, companies, groups or associations recognized to be for the welfare of the state of Iowa and/or Illinois by the Board or any committee acting with authority from the Board.
- (h) Work closely with all levels of government, other organizations and individuals to stimulate and assist in programs for accident prevention, traffic highway safety, transportation safety, on and off job safety, and other safety measures.
- (i) Stimulate public attention and generate public opinion and support for such programs and provide for coordination, planning and execution of different phases of safety with individuals, corporations, groups and associations recognized to be for the welfare of people of the state of Iowa and Illinois by the Board or any committee authorized by the Board.
- (j) Recommend the enactment of laws or change in existing laws for safety at all levels of government and encourage enforcement of laws and regulations.
- (k) Provide for the method of raising the funds necessary for the operation of the program it undertakes and to generally secure the financial welfare of the corporation and its program.
- (l) Establish and supervise branch offices of the Iowa-Illinois Safety Council within or outside the state of Iowa and Illinois and designate such branch offices as divisions or subsidiaries of the corporation.

**2.2 Number, Tenure and Qualifications.** The number of Directors of the corporation shall be no less than fifteen (15) persons. Each Director initially named in the Articles of Incorporation and each Director subsequently elected shall hold office until the next annual meeting of the Directors and until his or her successor is elected and qualified or until his/her death or until he/she resigns or has been removed. A Director may resign at any time by filing a written resignation with the Secretary of the corporation. In the event there are fifteen (15) Directors and one or more Directors resigns or is unable to serve, successor Directors shall be determined by the Board until the next annual meeting of the membership. Directors need NOT be residents of the state of Iowa or Illinois. Qualifying Board of Director Candidates will be employees of, or have an ownership interest in, a current member company of the Iowa-Illinois Safety Council. To the extent reasonable one-third (1/3) of the membership of the Board shall be elected each year and the term of each Director shall be three (3) years, after the initial one (1) year term. A nominating committee appointed by the President at least forty five (45) days prior to the annual meeting shall recommend and nominate candidates for the Board and election of Directors shall be done at the annual meeting of the membership.

**2.3 Regular Meetings.** The Board will meet at least three (3) times annually.

**2.4 Special Meetings.** Special meetings of the Board may be called by or at the request of the President, two duly elected officers or any five current Members of the Board. The person or persons authorized to call special meetings of the Board may fix any place within the corporation's chartered area and shall fix the time and date of the meeting. Reasonable and sufficient advance notice of the special meeting must be given to the Directors.

**2.5 Participation Via Telephone Conference Call.** A Director may participate in any regular or special meeting of the Board by telephone conference call if all Directors participating can hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present at the meeting.

**2.6 Action Without Meeting.** Action required or permitted by the Board of Directors may be taken without a meeting if each Director signs a consent describing the action to be taken and delivers it to the corporation. Action taken is the act of the Board of Directors when one or more consents are signed by all the Directors and are delivered to the corporation. The consent may specify the time at which the action taken is to be effective. A Director's consent may be withdrawn by revocation signed by the Director and delivered to the corporation prior to the delivery to the corporation of unrevoked written consents signed by all of the Directors. A consent signed has the effect of action taken at a meeting of the Board of Directors and may be described as such in any document.

**2.7 Removal of Directors.** A Director may be removed with or without cause by the Board Members at a meeting called for the purpose of removing the Director. The meeting notice must state that the purpose or one of the purposes of the meeting is the removal of the Director. The Director shall be removed upon a two-thirds (2/3) vote of all duly elected Directors. If a Director is absent from three (3) consecutive regular Board meetings, the Board shall remove that Director.

**2.8 Quorum.** A quorum for the transaction of business at any regular or special Board meeting shall be the presence of a simple majority of the duly elected Directors.

**2.9 Manner of Acting.** The act of a majority (quorum) of the Directors present at a meeting shall be the act of the Board, unless a greater number is required by law, these Articles or these Bylaws.

**2.10 Expenses and Remuneration.** No Director shall be entitled to any remuneration for services rendered to the corporation as a Director or officer. A Director may be reimbursed by the corporation for expenses reasonably incurred on behalf of the corporation and if approved by the unanimous vote of all Directors present.

**2.11 Officers.** During their term of office all duly elected officers shall be voting Members of the Board.

**2.12 Advisory Board Members.** The Board of Directors may choose to appoint an Advisory Board Member to serve specific needs for the Council. Advisory Board Members shall function to advise. Advisory Board Members may attend meetings of the Board, however, do not have voting powers. Advisory Board Members are not required to be a Member of the Iowa-Illinois Safety Council.

### **Section 3**

#### **WAIVERS AND INFORMAL ACTION**

**3.1 Waiver of Notice by Director.** Whenever a notice is required to be given to any Director a waiver signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**3.2 Informal Action by Directors.** Any actions required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent setting forth the action is signed by all Directors entitled to vote with respect to the subject matter thereof.

### **Section 4**

#### **OFFICERS**

**4.1 Number.** The officers of the corporation shall consist of a President, Vice President, Secretary and Treasurer.

**4.2 Election and Term.** The officers shall be elected by the Board at its annual meeting immediately following the election of the new Members of the Board by the membership of the corporation at its annual meeting. The President of the corporation shall appoint a nominating committee at least forty-five (45) days prior to the annual meeting to recommend and nominate candidates for these officers.

**4.3 Removal.** Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interest of the corporation will be served by such removal. Vacancies for any reason may be filled or new offices created and filled at any meeting of the Board.

**4.4 Past-President.** The Past-President shall be a voting Member of the Board and shall be the chairperson of the Nominating Committee.

**4.5 President.** The President shall be the principal executive officer of the corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the Board. The President shall have authority to sign, execute

and acknowledge, on behalf of the corporation, all documents and instruments whatsoever necessary or proper to be executed in the course of the corporation's activities, or which shall be authorized by resolution of the Board; and except as otherwise provided by law or the Board, may authorize the Vice President or other officers or agents of the corporation to sign, execute and acknowledge such documents or instruments in his or her place. In general, the President shall perform all duties incident to the office of President of a nonprofit corporation and such duties as prescribed by the Board.

**4.6 Vice President.** The Vice President shall discharge the duties of the President in the event of his or her disability or absence and shall perform such other duties assigned to them by the Board.

**4.7 Treasurer.** The Treasurer shall keep account of the monies, credits and property of the corporation and shall supervise the keeping of accurate accounts, statements and inventories of the monies received and disbursed. The Treasurer shall perform such other duties as assigned by the Board.

**4.8 Secretary.** The Secretary of the corporation shall keep a record of the proceedings of corporation meetings and meetings of the Board. The Secretary shall systematically keep or supervise the keeping of the books, papers, records and documents belonging to the corporation and shall generally perform duties customary to the office of Secretary as assigned by the Board.

**4.9 Executive Committee.** The Executive Committee of the corporation shall consist of the Past President, current officers of the corporation and chairmen of the standing committees of the corporation. The Executive Committee shall perform such functions as necessary for the welfare and expeditious handling of the affairs of the corporation and shall establish such divisions or committees as needed to accomplish the purposes of the corporation. The actions of the Executive Committee will be approved by a majority vote of the Board at its regular meetings.

**4.10 Executive Director.** The Executive Director shall be a salaried executive of the corporation and shall perform duties assigned by the Board of Directors and shall be supervised by the Board of Directors. The Executive Director shall not have a vote at Board meetings.

## **Section 5**

### **NONPROFIT STATUS/NATIONAL AFFILIATION**

**5.1 Nonprofit.** The Iowa-Illinois Safety Council, Inc. is a 501(C)(3) nonprofit corporation and shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. In the event of dissolution of the corporation, funds may be distributed to organizations qualified under the Internal Revenue Code as charitable, educational, scientific or philanthropic organizations as determined by the Board of Directors.

**5.2 National Affiliation.** The Iowa-Illinois Chapter of the National Safety Council shall be a Member in good standing of the Chapter and Affiliate Division of the National Safety Council.

## **Section 6**

### **MEMBERSHIP AND MEMBERSHIP MEETINGS**

**6.1 Annual Meeting.** The regular meeting of the membership of the corporation shall be held annually on a date and at a place determined by the Board of Directors of the corporation.

**6.2 Special Meetings.** Special Meetings of the membership may be called by the President or by a vote of the majority of the Board of Directors.

**6.3 Type of Meeting.** Membership meetings may be in person or by means of the internet or other electronic communications technology so long as the members have the opportunity to read or hear the proceedings substantially concurrent with the proceedings, vote on matters submitted to the members, pose questions, and make comments.

**6.4 Voting.** Each Member Company of the corporation shall have the right to cast one vote in person at the annual or other membership meetings of the corporation.

**6.5 Notice.** Notice of any regular or special meeting shall be in writing at least thirty (30) days in advance of any such meeting. Notice shall be sent by U.S. mail first class, by emailing, or by faxing the notice to the address or facsimile number supplied by the Member.

**6.6 Record Date for Notice and Voting.** For each membership meeting and membership action, the record date for the right to notice and the right to vote shall be the same; The day preceding the day that the notice is sent.

**6.7 Transfer or Sale of Memberships.** No membership in the corporation is transferable or assignable. No membership in the corporation may be sold.

**Section 7**  
**STANDING COMMITTEES**

**7.1 Standing Committees.** Subject to the discretion of the Board of Directors to create and dissolve committees of the corporation, the corporation shall have the following standing committees:

- (a) Membership Committee
- (b) Professional Development Committee
- (c) Finance Committee
- (d) Nominating Committee

**7.2 Committee Duties.** The standing committees shall perform such duties and functions as assigned to them by the Board of Directors or its designee in the areas of corporate activity.

**7.3 Committee Members.** The President-Elect of the corporation shall select and appoint the chairperson of each committee for the year in which he/she will serve. The President-Elect, in cooperation with the Executive Director, shall select the committee Members. The President and Executive Director, or their designee, shall serve as ex-officio Members of all standing committees. Committee Members shall have a term of one (1) year but may be reappointed for additional terms.

**Section 8**  
**INDEMNIFICATION**

The corporation shall indemnify every Director, officer, employee, and agent of the corporation who is a party, or is threatened to be made a party, to any claim, action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that such person is an officer, Director, employee or agent of the corporation, against reasonable expenses including attorney's fees, and judgments, fines, penalties and amounts reasonably paid in settlement actually incurred by such person in connection with such claim to the maximum extent provided by the Iowa Revised Nonprofit Corporation Act provided however that an entitlement to such indemnification shall be conditional upon the corporation being afforded the opportunity to participate directly on behalf of such person in such claim, action, suit, proceeding, or any related settlement discussion.

**Section 9**  
**MISCELLANEOUS**

**9.1 Registered Office.** The registered office of the corporation, unless otherwise directed by the Board of Directors, shall be located in Polk County, Iowa. The corporation may have other offices or places of business as the Board of Directors may determine.

**9.2 Auditors.** The corporation, for accounting purposes, shall do business on a fiscal year basis beginning on July 1 of each year and the close of business shall be on June 30 of each year. Impartial auditors selected and approved by the Board of Directors shall prepare an annual financial audit or accounting review at the close of each fiscal year.

**9.3 Budget.** An annual budget shall be prepared by the Finance Committee and Executive Committee and approved by the Board of Directors.

**9.4 Seal.** The corporation has no corporate seal.

**9.5 Amendment to Bylaws.** These Bylaws may be amended by the Board of Directors. Approval of any amendment must be a two-thirds (2/3) vote of all duly elected Directors. The vote must be preceded by written notice at least seven (7) business days prior to the meeting in question. The notice must state that the purpose or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws. The notice must contain or be accompanied by a copy or summary of any proposed amendment.

**9.6 Sale of Assets Other Than in the Regular Course of Business.** Any proposal for merger of the corporation or for the sale, lease, or other disposition of all or substantially all of the corporate assets will require approval by a majority vote of the entire Board of Directors.

**9.7 Dissolution:** The Iowa-Illinois Safety Council, Inc., shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. Funds may be distributed to organizations under the Internal Revenue Code as charitable, educational, scientific, or philanthropic organizations at the time of dissolution of this corporation. This distribution shall be determined by the Board of Directors and requires a majority vote of the Board Members present at that particular meeting.

**Section 10**  
**BOOKS AND RECORDS**

**10.1 Corporate Records.** The corporation shall compile correct and complete books and records, minutes of Board of Directors' meetings and membership meetings, records of all actions taken by its Members or Directors without a meeting, minutes of all meetings of committees of the Board, a membership list, all appropriate accounting records, and any other records required by law. It shall retain those records for such periods as required by law. Responsibility: Secretary; Treasurer; Committee Chairs; designated staff

**10.2 Financial Records.** The corporation shall maintain true and accurate financial records with respect to all financial transactions of the corporation, including all income and expenditures in accordance with generally accepted accounting practices. Responsibility: Treasurer; designated staff

**10.3 Financial Report.** Based on the corporate financial records, the Board of Directors shall annually prepare or approve a report of the financial activity of the corporation for the preceding fiscal year. Responsibility: Treasurer; designated staff

**10.4 Location of Records.** The corporation shall keep all records, books and any other reports of the financial and other activity of the corporation at its principal office. Responsibility: Secretary; Treasurer; designated staff

**10.5 Access by Members.** The corporation shall make available to Members for a valid purpose, asserted in good faith, and directly related to the Member's interest as a Member, those corporate records as required by law, to the extent and in the manner required by Iowa law. The corporation shall respond to any request for a membership list, either in whole or in part, with a written inquiry into the valid purpose for the request. If the validity is determined, the corporation shall respond with a written proposal offering a reasonable alternative pursuant to the Revised Act. Responsibility: Secretary; Treasurer; designated staff

*The foregoing Bylaws of the Iowa-Illinois Safety Council, Inc. were duly amended and adopted as amended by a two-thirds vote of all duly elected Directors at a regular meeting of the Board of Directors held the 8<sup>th</sup> day of February, 2013; at which meeting a quorum was present.*

Brenda Scott  
Iowa-Illinois Safety Council, Inc. President