

**Restated Bylaws
of the
International System Safety Society**

Article I. Organization

Section 1. Name. The name of the organization shall be the System Safety Society, Inc., also doing business as the International System Safety Society, hereinafter referred to as the Society.

Section 2. Nonprofit Organization. The Society shall be operated at all times as a nonprofit scientific and engineering membership society as defined and limited by the United States Internal Revenue Code and Income Tax Regulation 1.5(c)(6)-1 as amended: and any distribution of funds, upon corporate dissolution or final liquidation of corporate assets will be made in accordance with the applicable provisions of codes and regulations.

Section 3. Scope. The Society is international in scope, recognizing the needs and advantages for the application of System Safety principles and techniques in many fields of endeavor throughout the world.

Article II. Purpose

The purpose of the Society is to advance the arts, sciences, and technology of System Safety in pertinent areas of endeavor for the benefit of all humankind. The Society encourages original safety research; the dissemination of product and system safety knowledge; and the fostering of the professional development of those engaged in safety activities. The Society strives to improve public understanding of the safety profession; encourage education in safety management, engineering and research; and fosters communication among safety professionals and organizations.

Article III. Membership

Section 1. General. All persons who are engaged in professional practice related to the management and/or technology of product and system safety; in work that contributes to, or is associated with the advancement of safety engineering or management; or students enrolled in studies related thereto shall be considered for membership in the Society upon completion of the required documentation. The Society is organized into two major groups of membership; 1) Individual Membership, and 2) Organizational Membership.

Section 2: Individual Membership. Individual membership originally consisted of Members, Fellow Members, Lifetime Members and Honorary Members. These have changed to the current member categories.

Individual membership categories include: 1) Professional Members and 2) Associate Member. Professional Membership is divided into four grades: Fellow Member, Senior Member, Member, and Member Emeritus. Fellow Member, Senior Member and Members have full voting rights. Associate membership is divided into two grades: Student Member and Honorary Member. Associate Members and Emeritus Members have no voting rights.

Section 3. Organizational Membership. The Society shall have organizational membership to include Corporate Members and Co-operating Organizations. These categories have no voting rights.

Section 4. Annual Dues. Membership annual dues are due and payable July 1 of each fiscal year.

Article IV. Meetings

Section 1. Annual Meeting. There shall be an annual business meeting of the Society prior to and in sequence with the annual International System Safety Conference at a date, time, and place to be determined by the Society President. Business transacted shall include, but not be limited to the formal installation of newly elected Officers and Directors, a report on the activities of the Society, and a statement of the financial position of the Society for the preceding year. A quorum for these meetings shall consist of five Officers, Directors, or Members holding specified written proxies.

Section 2. Meeting Notice. Notice of an official business meeting shall be distributed to all voting members of the Society no less than 30 days prior to the selected date.

Section 3. Special Meetings. Special Executive Council meetings may be called by the President, the Executive Vice-President, at the request of two Society Officers, at the request of a quorum of the Executive Council, or upon the written petition of at least 30 Society members.

Section 4. Minutes. Minutes of meetings will be recorded and made available to the Executive Council and entire membership.

Article V. Voting

Basic control of the Society rests with the voting members. This control is manifested through the election of Professional Members of the Society as Officers and Directors; through the approval or disapproval of proposed resolutions; and through the exercise of the right of petition.

Article VI. Executive Council

Section 1. General Powers. The determination of policy and the overall direction of the Society affairs shall be the responsibility of the Executive Council.

Section 2. Positions. The Executive Council shall consist of the President, the Executive Vice-President, the Treasurer, the Executive Secretary, up to 10 Directors, the immediate Past-President, and the Chairperson or President of each active Chapter.

Section 3. Term. The term of office for the Treasurer and Executive Secretary shall be four years. The term of office for the Executive Vice President (EVP), President, and Immediate Past President shall be two years. The office of EVP is elected, and at the end of the two year term, the EVP transitions to the office of President, and the President transitions to Immediate Past President. The term of office for the Directors shall be four years. No officer or director shall be eligible to serve two consecutive full terms in the same office.

Section 4:Duties. The Executive Council shall have the following duties:

(a) President. The President shall function as the chief executive of the Society during his or her term of office. He or she shall preside at meetings of the Executive Council, and officially represent the Society in all functions. The President may, with the approval of the Executive Council, issue Executive Orders which shall be binding on the Society until specifically voided or superseded. Executive Orders shall be used to appoint special committees or technical specialty groups, make special assignments and define other matters of a temporary nature. The President shall prepare, and deliver to the general membership, a report at the annual business meeting that describes the goals accomplished and the plans or recommendations for the next year's activities.

The President may, with the advice and consent of the Executive Council, appoint Operating Vice-Presidents. The President may also, with the advice and consent of the Executive Council, appoint regional vice-presidents and committee chairpersons as deemed necessary to carry out the business of the Society. The designation of operating or regional vice-president or committee chairperson shall be accomplished by Executive Order which shall set forth the mission, operating constraints, budget limitations, reporting frequency, and other information as appropriate. Operating and regional vice-presidents and committee chairpersons are functional managers, and as such are advisory members of the Executive Council, and shall not exercise voting rights within the Council unless they hold written proxy of an Executive Council member.

(b)Executive Vice-President. The Executive Vice-President shall preside at Executive Council meetings in the absence of the President. The Executive Vice-President should exercise administrative guidance and support for the Operating and Regional Vice-Presidents and Committee Chairpersons, and perform such other duties as assigned by the President. The Executive Vice-President shall assist the President in generating the Society's Annual Report.

(c) Treasurer. The Treasurer shall have full accounting and disbursement responsibility for the Society. He or she will oversee the payments and deposits made on behalf of the Society by the office manager of headquarters. The Society savings accounts must require at least two signatures to include the Treasurer and the Office Manager of Headquarters for any disbursements. The Office Manager with approval of the Society President shall have single signature authority on checking account disbursement of no more than \$3000. The Treasurer shall submit reports on the financial standing of the Society to the Executive Council and general membership during the Annual Meeting. The Treasurer shall propose the annual budget and submit it to the Executive Council for approval 30 days prior to the end of the Society year.

(d) Executive Secretary. The Executive Secretary shall publish minutes of the meetings, distribute mail or electronic ballots and voting notifications, perform other tasks as directed by these Bylaws or the Executive Council and ensure the effective administrative conduct of the Executive Council and Society affairs.

(e) Directors. The Directors will assist the President and Executive Vice-President in the operations of the Society.

Article VII. Salaries, Expenses, and Financial Interest

Section 1. Salary and Expenses. No Officer or Director shall receive either directly or indirectly, any salary, travel expenses, emolument or compensation from the Society unless authorized by the concurring vote of two-thirds of the entire Executive Council. Expenses incurred in connection with Society business travel in excess of one hundred dollars must be authorized in advance by the Treasurer either as part of an authorized budget or as an extra ordinary expenditure.

Section 2. Financial Interest. No Officer or Director shall have financial interest in any contract relating to operation of the Society, nor in any contract for furnishing supplies thereto, unless authorized by a two-thirds vote of the entire Executive Council.

Article VIII. Expenditures

No member shall commit the Society for services or supplies except upon approval of the Executive Council. The Society President shall have authority for single expenditures up to and including five thousand US dollars, and up to a total of thirty thousand US dollars annual expenditure. A majority vote of a quorum of the Executive Council shall be required for any single expenditure or commitment totaling over five thousand dollars.

Article IX. Indemnification of Directors, Officers, and Members

Section 1. Indemnification. The Society may indemnify, to the fullest extent permitted by law any person who is or was a director or officer of the Society, and any director or officer of the Society (and any other person, as evidenced by a duly adopted resolution) who is or was serving at the request of the Society against liability or other expenses incurred in connection with the defense of any proceeding, or of any claim, issue or matter in such proceeding, in which such officer, director, or other person is a party because such person is or was a director or officer of the Society or is or was serving at the request of the Society in one of the capacities referred to above. If the amount, extent, or quality of indemnification permitted by law should be in any way restricted after the adoption of these bylaws, then the Society may indemnify such persons to the fullest extent permitted by law as in effect at the time of the occurrence of the omission or the act giving rise to the claimed liability with respect to which indemnification is sought.

Article X. Fiscal Year

The fiscal year of the Society shall extend from July 1 through June 30 of the following calendar year and shall be known as the Society Year.

Article XI. Amendments

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Executive Council by a majority vote. At least two months prior to the effective date, the new bylaw provisions or wording will be made available to the entire membership. Should written objections to the new bylaw or wording be received from 20% or more of the Professional members, the Executive Secretary will declare the bylaw null and void.

Adopted effective as of the 1 day of January 2019.

By: _____

Charles Muniak , President

ATTEST :

By: _____

Russell Mitchell, Executive Vice President