Bylaws

of the

Safe States Alliance

Revised August 9, 2018
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ARTICLE 1. NAME AND INCORPORATION

Section 1. The name of the organization shall be the Safe States Alliance herein referred to as Safe States.

Section 2. Safe States is a charitable purpose corporation (“Corporation”) that is exempt under 501(c)(3) of the Internal Revenue Code, 26 U.S.C. § 501, and is incorporated in the State of Michigan. The Corporation, including all activities incident to its purposes, shall at all times be conducted so as to be an organization described in Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or (c) by a nonprofit corporation organized under the laws the State of Michigan pursuant to the provisions of Act 162, Public Acts of 1982, as amended.

No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3.

a. The Corporation will distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

b. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

c. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code.

d. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

e. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.
ARTICLE 2. PURPOSES AND FUNCTION
Section 1. Safe States is a membership Corporation designed to coordinate the efforts of professionals across the country engaged in injury and violence prevention and control, research, and the development and evaluation of intervention programs and policy.

Section 2. The purposes of Safe States are:

a. To sustain, enhance and promote both the public's health and the abilities of the states, provinces and territories to identify, measure, describe, and recommend actions pertinent to the prevention and control of injuries;

b. To promote, conduct and interpret research on injuries and violence prevention;

c. To support the interpretation of technical information and to transfer research findings into preventive action;

d. To promote the exchange of ideas, policies and information among members and counterparts in various federal, state and local agencies.

Section 3. Functions of the Safe States include but are not limited to:

a. Increasing awareness of injury and violence throughout the lifespan as a public health problem;

b. Enhancing the capacity of public health agencies and their partners to ensure effective injury and violence prevention programs by disseminating best practices, setting standards for surveillance, conducting program assessments, and facilitating peer-to-peer technical assistance;

c. Providing educational opportunities, training, and professional development for those within the injury and violence prevention field;

d. Collaborating with other national organizations and federal agencies to achieve shared goals;

e. Advocating for public health policies designed to advance injury and violence prevention;

f. Convening leaders and serving as the voice of injury and violence prevention programs within state health departments; and

g. Representing the diverse professionals that make up the injury and violence prevention field.

ARTICLE 3. POLICY AND PROCEDURES MANUAL
The rules and regulations by which the Safe States will operate will be developed and included in a Safe States Operational Policy and Procedures Manual. The Safe States Bylaws will be the basis for the development of this manual, and the manual will be reasonable, germane to the purposes of the Corporation, and equally enforced as to all members or category of members.
This manual will be developed by the Executive Director under the direction and approval of the Executive Committee.

**ARTICLE 4. MEMBERSHIP**

**Section 1. Classes of Members and Qualifications**

a. **Individual Membership**: Individual membership shall be open to any employee of state, territorial or local health departments, and any individual, agency or organization having an interest in injury and violence prevention and control. Individual members shall cast one vote on all matters before the Corporation, and shall have equal rights among the membership.

   i. **State/Territory Designated Representative**: The health commissioner or highest ranking public health from each state and territory of the United States of America and the District of Columbia shall designate an injury and violence prevention representative to Safe States.

b. **Additional Classes of Membership**: Additional classes of membership may be developed as necessary. Additional classes of membership will have voting privileges on all matters before the Corporation, and any additional class of membership will have equal rights within that class. The number, qualifications, liquidation rights, preferences and limitations of the members, including the relative number, qualifications, liquidation rights, preferences, limitations, and other rights, preferences and limitations of or upon each class of members shall be established in the Safe States Operational Policy and Procedures Manual. Rules developed regarding classes of membership shall be reasonable, germane to the purposes of the corporation, and equally enforced as to all members of each class.

**Section 2. Cessation of Membership**
Any member of the Corporation who is delinquent in dues for a period of sixty (60) days shall be notified of the delinquency. If dues are not paid within sixty (60) days, the member forfeits all rights and privileges of membership. Any payment received during the sixty (60) day grace period will be retroactively applied to the period beginning the date of prior membership expiration.

**ARTICLE 5. OFFICERS AND TENURE**
The Officers of Safe States shall be a President, Vice President, Secretary, Treasurer, and the Past-President or President-Elect (each holding office on alternate years). Officers shall:

- have been members of Safe States for at least twenty-four (24) months;
- have been active on a committee or workgroup for at least twelve (12) months; and
- have worked in the field of injury and violence prevention for at least twelve (12) months.

**Section 1. President**
The President shall preside over the meetings of the Safe States and of the Executive Committee.
   a. **Election**: The President shall be elected one year prior to assuming the presidency. During that year he/she shall be a member of the Executive Committee as President-Elect.
   b. **Term**: The term of President shall be two years and not for more than one consecutive terms.
   c. The immediate Past-President shall remain on the executive committee for one year, to be replaced, at that time, by the President-Elect.

**Section 2. Vice President**
The Vice President will preside over meetings in absence of the President.
   a. **Term**: The term of Vice President shall be two years and not for more than two consecutive terms.

**Section 3. Secretary**
The Secretary shall review the minutes, taken by staff, for accuracy before distributing to the Executive Committee for approval and will perform other secretarial duties as assigned.
   a. **Term**: The term of Secretary shall be two years and not for more than two consecutive terms.

**Section 4. Treasurer**
The Treasurer shall serve on the Finance/Audit Committee, be the liaison between the EC and the auditing firm, and review financial reports and records monthly.
   a. **Term**: The term of Treasurer shall be two years and not more than two consecutive terms.

**ARTICLE 6. EXECUTIVE COMMITTEE**

**Section 1. Executive Committee**
The Executive Committee shall include the President, Vice President, Secretary, Treasurer, and the President-Elect or the immediate Past-President, and eight other members as described in Section 2.
   a. **Term**: The tenure for the Executive Committee will be for the term of each member’s office.

**Section 2. Other Members of the Executive Committee**
The Executive Committee will also consist of seven other elected at-large members. The Chair of the State Designated Representatives Special Interest Group will also serve as an ex-officio member of the Executive Committee.

a. **Term**: The term of office for at-large members will include three members elected during odd years and four members elected during even years. The terms of office will be for two years and not for more than two consecutive terms.

**Section 3. Function**
The Executive Committee shall determine administrative policies, coordinate activities, supervise the Executive Director, and manage the business of the Safe States.

**Section 4. Resignation, Termination and Absences**
Resignation from the Executive Committee must be in writing to the Secretary. An executive committee member may be terminated due to excessive absences and/or other reasons by three-fourths vote of remaining committee members. An officer may be removed, with or without cause, only by a vote of the members.

**ARTICLE 7. MANAGEMENT TEAM**

**Section 1. Management Team**
The Management Team shall include the President, Vice-President, Treasurer, Secretary, and President-Elect or immediate Past-President. The Executive Director will serve as an ex-officio member of the Management Team.

**Section 2. Function**
The Management Team shall have all the powers of the Executive Committee to transact business between Executive Committee meetings in accordance with the rules established by the Executive Committee. Actions required and taken by the Management Team between Executive Committee meetings shall be ratified at the next meeting of the Executive Committee.

**ARTICLE 8. ELECTION OF NEW OFFICERS AND MEMBERS OF THE EXECUTIVE COMMITTEE**
A slate of candidates shall be prepared for each office and for the at-large members of the Executive Committee to be filled by soliciting written nominations from the Safe States membership each year.

**ARTICLE 9. EXECUTIVE DIRECTOR**
In its discretion, the Executive Committee may establish an Executive Director position to handle business matters for the Corporation and to perform other duties as the executive
committee determines are necessary and appropriate in order to meet the needs of the Corporation. The President of Safe States has direct responsibility for supervising this position. This position shall also receive direction and oversight from the Safe States Management Team, which consists of the President, President-Elect or immediate Past President, Vice-President, Treasurer, and Secretary.

ARTICLE 10. COMMITTEES
The Committee chairs and members shall be voluntary. The President will appoint committee chairs, upon approval of the Executive Committee, to serve terms of one year. Committee chairs and members may serve more than one term. Committee chairs will act as non-voting advisory members to the Executive Committee. Committees may include, but are not limited to: Leadership Development; Bylaws and Resolutions; Annual Meeting Program; Policy; Membership; Resources; Professional Development; and Finance/Audit.

ARTICLE 11. NEW COMMITTEES, WORKGROUPS AND SECTIONS
The Executive Committee may establish new committees, workgroups and sections, as needed, to investigate and report on any matter pertaining to the work of the Safe States, or to provide other functions as deemed appropriate by the Executive Committee.

ARTICLE 12. VACANCIES
In the event of a vacancy in the office of the President, the Vice-President shall succeed to that office to complete the unexpired term. In the event of a vacancy occurring in the office of Vice President, Secretary, Treasurer, or other members of the Executive Committee, the Executive Committee shall appoint replacements to serve until a special election can be held.

ARTICLE 13. VOTING AND QUORUMS
A quorum of the Executive Committee shall be one-half of the members. A quorum of any other committee shall be a majority of its members. A quorum for any Safe States general membership meeting shall be 20% of the general membership in attendance in person or remotely. The vote of the majority of members voting either in person, remotely, or electronically at a meeting at which a quorum is present constitutes an action of the Corporation. For any committee of the Corporation, the vote of the majority of those in attendance at the meeting, either remotely, electronically, or in person, prevails.

Voting at any meeting may be conducted in writing, electronically, by voice, or by show of hands as authorized by the Executive Committee. Any member who is not physically present at a meeting but who is participating remotely may vote at the meeting by means of a remote communication, including voting electronically, so long as:
(1) The Corporation verifies that each person considered present and permitted to vote at the meeting is a member;
(2) The Corporation implements reasonable measures to provide each member a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and
(3) The Corporation must record the vote or other action taken by means of remote communication at the meeting;

A member may vote at an adjourned meeting of the members by remote communication if he or she was permitted to be present and vote by that means in the original meeting notice.

ARTICLE 14. MEETINGS AND FISCAL YEAR

Section 1. Annual Meeting
The Safe States shall meet at least once a year at a time and place designated by the Executive Committee, which shall be either inside or outside the State of Michigan as determined by the Executive Committee. There shall at least be an annual meeting for the election of new officers and for the election of at-large members of the Executive Committee, at a time and place designated by the Executive Committee. Notice of meeting for elections may be provided in any of the manners permitted pursuant to MCLA 450.2404, including but not limited to electronic transmission, not less than ten (10) nor more than sixty (60) days before the date of the meeting to each member of record entitled to vote at the meeting. Any other regular or special meetings of the Executive Committee shall be held pursuant to the manner provided in the Safe States Operational Policy and Procedures Manual, and notice requirements for any other committees’ meeting shall be outlined in that Manual as well.

Any meeting conducted for any reason pursuant to these Bylaws may be conducted by conference telephone or other means of remote communication by which all persons participating in the meeting may hear each other if all participants are advised of the means of remote communication in use and the names of the participants in the meeting are divulged to all participants. Participation in a meeting by remote communication constitutes presence in person at the meeting. The Executive Committee or any other committee of the Corporation may, if it chooses, hold a meeting of members solely by means of remote communication.

Section 2. Fiscal Year
The fiscal year for the Corporation will be October 1 through September 30.

ARTICLE 15. AMENDMENT PROCEDURES
The bylaws may be amended by a majority vote of the Safe States general voting membership. Voting members will be voice, mail or electronically polled and his or her vote recorded.
ARTICLE 16. PARLIAMENTARY AUTHORITY
The rules contained in "Roberts Rules of Order Revised" shall govern meetings of the Safe States in all cases in which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE 17. DISSOLUTION
Upon the termination, dissolution or winding up of the Corporation as authorized by Michigan Law, the Executive Committee (1) shall pay or making provision for the payment of all liabilities and obligations of the Corporation, and (2) shall return, transfer, or convey any assets held by the Corporation upon the condition that they be returned upon dissolution. Once the Executive Committee complies with those obligations, it shall distribute all assets of the Corporation to an organization or organizations as are organized and operated exclusively for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Code. Any such assets not so disposed of shall be disposed of by the Circuit Court in the County in which the principal office of the Corporation is then located, exclusively for such purposes.

ARTICLE 18. VOLUNTEER DIRECTOR OR OFFICER’S ACTS OR OMISSIONS; CLAIMS FOR MONETARY DAMAGES; INDEMNIFICATION
Except as otherwise provided by law, a volunteer Director or officer of the Corporation is not personally liable to the Corporation or its members for monetary damages for a breach of the officer’s fiduciary duty. This does not eliminate or limit the liability of an officer for those actions listed in M.C.L.A. 450.2209, including but not limited to, a breach of the officer’s duty of loyalty to the corporation, its shareholders or its members; and acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.

The Corporation assumes all liability for all acts or omissions of a volunteer Director, volunteer officer, or other volunteer occurring on or after January 1, 1996, if all of the following are met:

(1) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
(2) The volunteer was acting in good faith;
(3) The volunteer’s conduct did not amount to gross negligence or willful and wanton misconduct;
(4) The volunteer’s conduct was not an intentional tort;
(5) The volunteer’s conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 500.3135 of the Michigan Compiled Laws.

A claim for monetary damages for a volunteer director, volunteer officer, or other volunteer’s acts or omissions shall not be brought or maintained against a volunteer director, volunteer officer, or other volunteer. The claim shall be brought and maintained against the corporation.
The Corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that the person is or was a director, officer, employee, non-director volunteer, or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee, non-director volunteer, or agent of the Corporation if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that conduct was unlawful. Indemnification will not be authorized for liability for excise taxes imposed under Chapter 42 of the Internal Revenue Code and liability resulting from claims arising under state law for mismanagement of the Corporation’s assets. All issues pertaining to indemnification and the decision to indemnify anyone shall be made in accordance with MCLA 450.2563, as it may be amended from time to time.

**ARTICLE 19. Effective Date and Amendments**

These bylaws were amended and accepted by the voting membership of the State and Territorial Injury Prevention Directors Association at its first annual meeting in Atlanta, Georgia on May 20, 1993.

Articles 6, 7, 8 and 14 were amended as noted by the STIPDA conference minutes of August 1, 1994. Articles 2 (Section 3F) and 13 (now 14) were modified by the voting membership at the second annual meeting in Sacramento, California on September 23, 1994.

Article 1 was amended and Articles 16 (now 17) and 17 (now 18) were added as noted by the STIPDA Conference minutes of May 1, 1995.

Articles 3, 4, 5, 6, 7, and 8 were amended, a new Article 9 was created, and Articles 9 (now 10), 10 (now 11), 11 (now 12), 12 (now 13), 13 (now 14), 14 (now 15), 15 (now 16), 16 (now 17), 17 (now 18), and 18 (now 19) were amended by the STIPDA general voting membership by teleconference vote on May 4, 1998.

Typographical changes made on March 12, 1999: Article 4C corrected to reflect amendment approved by teleconference vote on May 4, 1998; former revision date of August 15, 1995 deleted.

Typographical changes made on March 17, 1999: File notation (G:\INJURY\INJCOM\Dzane\STIPDABylawcurrent.wpd) deleted; footer including page numbers and latest revision Date added.

Article 8 in the bylaws was amended and approved by the voting membership on May 3, 1999. This amendment was to change the election procedures to occur prior to the annual meeting.
Articles 3, 5, 8, 9, 10, 14 and 18 were amended and approved by the STIPDA general voting membership by mailed ballot and telephone polling completed on November 26, 2001.

Articles 4, 5, 7, 8, 11, 13, and 14 were amended and approved by the STIPDA general voting membership by voice vote completed on November 7, 2005. The voting membership also approved adding “and violence” to injury throughout the bylaws.

Articles 4, 6, 8, and 10 were amended and approved by the STIPDA general voting membership by Web-based vote completed on May 9, 2007.

Articles 4, 6, and 10 were amended and approved by the STIPDA general voting membership by fax-based vote completed on June 6, 2008.

Articles 3, 4, 8, 9 and 13 were amended, a new article 8, and name change to the Safe States Alliance was approved by the general voting membership by web-based vote completed on March 1, 2010.

Articles 1-11, 14-15, 18 and 19 were amended and Article 5 was deleted by the general voting membership through a web-based vote completed on June 25, 2013.

Article 4, sections 1-2 were amended to reflect the diverse membership of Safe States, simplify the Safe States membership structure, and make the grace period for outstanding balances equitable across all membership categories. Articles 7 and 9 were amended to add the Secretary to the Management Team. These were updated by the general voting membership through a web-based vote completed on July 31, 2018.