

**SAFE ASSOCIATION  
CONSTITUTION AND BYLAWS  
(As approved 12/6/99 General Membership Meeting  
Atlanta Marriott Marquis Hotel, Atlanta, GA)**

**CONSTITUTION**

**ARTICLE I      NAME**

The name of this association shall be the SAFE Association, hereafter known as the Association.

**ARTICLE II      GOALS**

The Goals of this Association shall be:

1.    To stimulate the advancement of sciences and technologies to improve safety devices, life support systems, protective equipment, and human-machine interfaces.
2.    To provide a forum to promote new concepts and products, exchange technical information, and discuss special interest issues.
3.    To enable members to have greater opportunities for professional development, achievement, and recognition.
4.    To educate the public, industry, and government to improve human effectiveness. and safety in systems design and operations.
5.    To increase the influence of the Association to implement these primary goals.
6.    To continuously improve the Association's value to its members and the community.

**ARTICLE III      ORGANIZATION**

There may be constituent organizations, affiliated organizations, sub-divisions, and chapters as set forth in the Bylaws.

**ARTICLE IV      MEMBERSHIP**

There shall be the following categories of membership as defined by the Bylaws: (1) Member (2) Senior Member (3) Honorary Life Member and (4) Corporate and Sustaining Member.

**ARTICLE V      OFFICERS**

**Section A - Elected Officers**

1.    The elected officers of the Association shall be a President, President Elect, Vice President, Immediate Past President, and Secretary-Treasurer.
2.    The elected officers of Chapters of this Association shall be a President, a Vice President, and a Secretary-Treasurer.

3. The office of Secretary-Treasurer may be occupied by one person, or if deemed necessary by the Board, may be separate offices occupied by duly elected individuals.

**Section B - Term of Office**

1. All Association Officers except the President shall be elected annually as prescribed in the Bylaws to serve for one year, or as specified, or until their successors are elected and assume office at the close of the Symposium of the Association. The President Elect, shall automatically succeed to the Presidency upon his installation.

No individual shall consecutively serve more than one natural and one incompletd term as Association President.

2. The officers shall normally serve a term of one year.
3. If the office of any elected officer is vacated, the order of succession shall be determined by:
  - a. The original ballot in order of votes obtained.
  - b. The next lower office will provide the successor should the ballot list be exhausted as a source for succession.

**ARTICLE VI GOVERNING BOARD**

**Section A - Governing Board**

1. The Association Governing Board, hereafter known as the Board, shall consist of the elected officers and others as specified herein. The Board membership shall be the Association President, President Elect, Vice President, Secretary-Treasurer (one or both), Executive Advisor, Immediate Past President, Chairpersons of Prime Committees, and Chapter Presidents.
2. The Board shall be vested with the management of the funds and properties accruing to the Association Treasury and the affairs of the Association and shall act in the capacity of a Board.
3. The Board shall have the authority to employ paid personnel necessary to implement the policies of the Board. The rates of compensation and conditions of employment shall be subject to Board approval.

**Section B - Immediate Past President**

The Immediate Past President shall serve as a member of the Board and shall have the power of one vote.

**Section C - Executive Advisor**

The Executive Advisor shall serve as an advisor to the President and shall have the power of one vote.

**Section D - Removal**

The Board, by a two-thirds majority, shall have the authority to remove from office any officer or Board member who does not, in the opinion of the members of the Board, satisfactorily perform their assigned duties or is involved in activities not in the best interest of the Association.

**Section E - Succession**

Any vacant position shall be filled for the remainder of the term of office by Board action, which shall be filled as defined in Article V, Section B of the Constitution.

**ARTICLE VII FINANCES**

**Section A - Revenues, Disbursements, Authorizations, Limits**

Association funds shall consist of annual dues, meeting and Symposium fees, revenue from Association publications, to include subscriptions, assessments, contributions, bequests and fees or income derived from any source. All such Association funds are to be deposited in the Association banking accounts. Disbursements of funds from the Association checking account for administration of the Association shall be controlled in accordance with the Board's policies and disbursed by the Association Administrator. All other accounts shall be controlled in accordance with the Board's policies and disbursed through prior approval of the Association Administrator and at least one elected member of the Board as determined by the President.

**Section B - Fiscal Year**

The Fiscal Year shall begin at 12:01 AM, January 1, and terminate at midnight, December 31, each calendar year.

**ARTICLE VIII MEETINGS**

**Section A - Annual Symposium**

The Association shall hold at least one open Symposium each year at a time and place selected by the Symposium Site Committee and approved by the Board.

**Section B - Annual Business Meeting**

The Annual Business Meeting will be held during the annual Symposium at a time selected by the Board and announced prior to the Symposium. A quorum shall consist of at least thirty accredited voting members. A simple majority is required for passage of business.

**Section C - Board Meetings**

Meetings of the Board shall be held at least quarterly and as deemed necessary by the Association President. A quorum shall consist of a minimum of five voting members, at least three of which shall be elected officers. The balance may be Prime Committee Chairpersons or elected officers. In the event only two elected officers can be present, the President may utilize the Executive Advisor as the missing third elected officer to fill the quorum. A simple majority vote is required for the passage of business unless specifically designated otherwise by the Constitution and Bylaws.

**Section D - Chapter Meetings**

Chapter Meetings shall be held by the respective Chapters as they deem necessary.

**Section E - Special Meetings**

Other special meetings deemed beneficial to the cause of the Association may be held during the fiscal year, but shall not compromise in any manner programs or projects established by the By-laws. Such special meetings must be approved by a majority vote of the Board.

**ARTICLE IX VOTING RIGHTS**

**Section A - Governing Board Meetings**

Voting rights of the Board are held by the President, Immediate Past President, President Elect, Vice President, Secretary-Treasurer (one or both), Executive Advisor, Chapter Presidents, and Prime Committee Chairpersons.

**Section B - Voting Entitlement and Privileges**

In the event a member of the Board holds more than one position with voting rights, they will be entitled to only one vote. There shall be no proxy votes at any Board meeting. In the event that a follow-up vote is necessary on an issue discussed during a previously concluded Board meeting, only those members present at that meeting shall retain subsequent voting privileges as described in Section A.

**Section C - General Membership**

All members in good standing and Honorary Life Members are entitled to one vote in general and special meetings and elections.

**ARTICLE X PUBLICATIONS**

**Section A - Publications**

The Association shall publish a Journal, Newsletter, or a compilation of information received from Chapters, or individuals, on a basis determined by the Board, to further the goals of the organization. The publication will be distributed to all members in good standing and other individuals, companies, or agencies upon prior approval of the Board, whose receipt of the publication may prove mutually beneficial.

**Section B - Finances**

Cost of the publication shall be borne by revenue derived therefrom and from Association funds.

**Section C - Operations**

The Publications Chairperson, with concurrence of the Board, shall be responsible for taking those actions necessary to ensure the editing, publishing, and distribution of the publication.

**ARTICLE XI DURATION**

This Association shall have a perpetual existence.

**ARTICLE XII CONSTITUTIONAL AMENDMENTS**

**Section A - Procedures**

Amendments to the Constitution may be proposed by any member in good standing for consideration by the Board. A two-thirds approval vote of the Board is required before being proposed to the Association membership for their consideration.

**Section B - Publication**

Publication of the proposed amendments in one or more of the official publications of the Association shall meet this official requirement provided it does not reduce the time requirement.

**Section C - Notification Time**

The Constitution of the Association may be amended at any Annual Business Meeting of the Association by a two-thirds vote of accredited voting members present at such a meeting. The proposed amendments shall have been sent to the members at least thirty days prior to the Annual Business Meeting.

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**BYLAWS**

**ARTICLE I NOMINATIONS AND ELECTIONS**

**Section A - Association Officers Nomination Committee**

Elected Association Officers shall be nominated by a Nominating Committee of three members who shall be the three most recent living Past Presidents of the Association. The member who was President in the earliest year shall be the Chairperson of the Committee. The recommendations of the Nominating Committee will be made to the Board for concurrence.

**Section B - Elections and Proposals**

Elections shall be held annually. Only members in good standing shall be entitled to vote in the election of officers and/or proposals. All eligible voting members shall be verified by the SAFE Certified Public Accountant based on an updated membership list provided by the Association Administrator. Officers shall be elected by a majority vote of those voting members. Members shall be notified of each election or proposal requiring membership ballot by mail, posted a minimum of four weeks prior to the scheduled ballot. A mail ballot shall be included with the notification. If a ballot has not been returned at the stated election/proposal deadline, it is assumed that the non-responding members have forfeited their vote. All ballots will be mailed directly to and tallied by the SAFE Certified Public Accountant who will advise the Association office of the results in writing. In the event of a tie vote, the office in question shall be decided by a majority vote of the then-existing Board.

## ARTICLE II MEMBERSHIP

### Section A - Membership Classification

There shall be the following classes of memberships:

1. Member
2. Senior Member
3. Corporate and Sustaining Member
4. Honorary Life Member

### Section B - Qualification for Election for Membership

#### 1. Members

- a. All members who are now on the list of active members shall continue as active members as long as they retain their membership in good standing.
- b. An applicant for membership should have duties or interests related to advancing the cause of personal safety in all environments.
- c. Application must be made on the form as approved by the Board. Each application shall be received and processed by the Association Administrator who is a member of the Association, or other member as required by the Board. Dues are paid at the time of application submittal. The name of the member will be published in an official publication of the Association.

#### 2. Senior Members

This is the highest grade of membership in the Association for which application may be made. The candidate must be an engineer, scientist, or technologist in the fields encompassed by the Association. The candidate shall have been in the practice for a period of not less than ten years and have demonstrated performance over at least five of those years. Performance includes invention, development of equipment, research, testing, development of safety procedures, teaching, publication of papers, presentations at the technical symposium of the Association, etc. The candidate must have been a member of the Association for a minimum of seven continuous years.

#### 3. Corporate and Sustaining Members

The Board shall admit as Corporate and Sustaining Members those companies, associations, foundations, groups, or individuals contributing annually to the association a sum designated by the Board, and who meet eligibility requirements as established by the Board. Upon their approval and acceptance by the Board, Corporate and Sustaining Members shall be listed in the next issue of an official Association publication and shall receive such other services as the Board shall deem appropriate. Corporate and Sustaining Members shall have the privilege of a maximum of two representatives attending all meetings of the Association. These representatives retain voting rights at all meetings of the Association except Board Meetings.

#### 4. Honorary Life Members

- a. Honorary Life Members shall consist of those who have been and will be elected from among those individuals who have made outstanding contributions to the advancement of personal safety. Honorary Life Members shall be entitled to vote. They shall pay no dues or initiation fee and shall receive all of the official publications of the Association.
- b. The Board shall have the power to select not more than two Honorary Life Members annually. This selection is to be accomplished during the annual awards selection and announced during the Annual Symposium.

#### **Section C - Election as an Association Officer**

Any member in good standing is qualified for nomination and election to any Association office except as otherwise restricted in this section.

Eligibility for nomination and election to the office of President Elect shall require two years of continuous active membership in the Association and a minimum of one term as an elected or appointed member of the Board.

#### **Section D - Expulsion of Members**

Members of any classification may be expelled for causes of conduct which the Board deems contrary to the best interests of this Association. For any cause other than non-payment of dues, expulsion shall occur only after the member complained against has been advised of the complaint lodged against him/her and has been given reasonable opportunity to answer the charges. Such member shall be entitled to a hearing before the Board. The Board shall hear the case and shall have the power to censure, place on probation for a period not to exceed two years, suspend for a period not to exceed three years, or expel a member, as the findings warrant. A two-thirds vote of the Board is necessary for expulsion. The action of the Board shall be final.

### **ARTICLE III      CHAPTERS**

#### **Section A - Local Chapters**

It is the policy of this Association to encourage and recognize the establishment of local chapters of its members. The Board shall have the authority to control the establishment, guidance, and termination of such Chapters and may establish regulations for this purpose upon such terms and conditions as it may deem appropriate in order to further the goals of the Association. The provisions of this Constitution and Bylaws shall be equally binding upon the Association and all of its members.

#### **Section B - Establishment of Chapters**

Petitions must be submitted to the Board for the establishment of a chapter, providing the petition is signed by not less than ten Association members. The Chapter shall have the option of operating under the Association Constitution & Bylaws or devising their own. However, should the chapter choose to establish their own Constitution & Bylaws, it must be approved by the Board and shall not contain anything contrary to the policies herein.

**Section C - Dissolution of Chapters**

Any Chapter inactive for a period of two years or more will be subject to dissolution by Board action. Such Board action shall be preceded by publication of a Notice of Intent of Dissolution in an official publication of the Association. Upon dissolution, all Chapter assets shall be returned to the Association.

**Section D - Meetings of Chapters**

Chapter meetings shall be held at a time and place called by the Chapter President.

**ARTICLE IV DUTIES OF ASSOCIATION OFFICERS**

**Section A - President**

The President shall be the Executive Officer of the Association and shall preside at all meetings. The President shall appoint all Committee Chairpersons who are not designated by being elected to office. The President, with the approval of the Board, may also appoint Regional Directors if deemed necessary. While coordinating the Association's activities, the President shall apply the policies of the Board.

**Section B – President Elect**

The President Elect shall assume such duties as delegated by the President. The President Elect shall familiarize themselves with the duties of the President. In the event the President is incapacitated or otherwise unable to act, the President Elect shall perform the functions of and act as the President for the period of such incapacity.

**Section C - Vice President**

The Vice President shall be a member of the Board. The Vice President will familiarize themselves with the activities and duties of the President. In case neither the President nor President Elect is available to officiate, the Vice President will act during the vacancy. In the event the President Elect shall become permanently unable to perform the duties of the office, the Vice President shall become the acting President Elect. In the event both the President and President Elect are incapacitated or otherwise unable to act, the Vice President shall perform the duties of the President during the period of such incapacity or inability to act.

**Section D - Secretary/Treasurer**

The Secretary shall assist the Association Administrator or other Board member as directed. The Treasurer shall oversee the Association's financial records in accordance with the procedures established by the Constitution and Bylaws, and shall assure the issuance of at least one audited financial statement annually. This shall be distributed to the membership through the assistance of the Association Administrator, or other Board member as directed by the Board. The position of Secretary-Treasurer may be occupied by one individual or separated into two positions requiring one elected individual for each position.

**Section E - Immediate Past President**

The Immediate Past President shall serve as an advisor to the Board and shall have one vote. The Immediate Past President will perform duties as may be delegated by the President.

### **Section F - Executive Advisor**

The Association President shall appoint an Executive Advisor from the Past Presidents of the Association who will be a member of the Board and have a vote. The Executive Advisor will perform duties as may be delegated by the President.

## **ARTICLE V APPOINTMENT, CONFIRMATION, AND DUTIES OF COMMITTEES**

### **I. PRIME COMMITTEES**

#### **Section A - Prime Committee Appointments**

Committee Chairpersons of Prime Committees, unless assigned as a result of an elected office, shall be appointed by the President and confirmed by the Board at the first meeting following their appointment. The Prime Committees of the Association are the Publications, Symposium, Membership, Finance, Science and Technology, and Chapters Committees.

#### **Section B - Prime Committee Duties**

1. The Publications Committee shall be responsible for the content of the SAFE Journal and any other publications specified by the Constitution, Bylaws, or Board action. The Chairperson will act as the editor and be responsible for editorial policies. The Chairperson will develop an annual publication plan and carry it out. They may appoint committee members as required, and may act as the sole source of public relations releases in the name of the Association. As a Prime Committee Chairperson, they will be a member of the Board with one vote.
2. The Symposium Committee shall be responsible for all activities relating to the Association Symposium. The Chairperson shall prepare a plan for the Symposium and present it to the Board at the earliest possible date for approval. They will appoint committee members as required. They will keep the Board apprised throughout the year as to the progress, plans, and finances of the Symposium. As a Prime Committee Chairperson, they will be a member of the Board with one vote.

Site Selection shall be the responsibility of the Symposium Committee. They will determine the symposium sites for future symposia in accordance with Association Symposia criteria as established by the Board.

3. The Membership Committee shall be responsible for all activities relating to the acquisition of regular and Corporate and Sustaining Members. The Chairperson shall prepare a plan for membership development for Board approval. They will appoint committee members as required. As a Prime Committee Chairperson, they will be a member of the Board with one vote.
4. The Finance committee shall be responsible for the preparation of the annual budget and will submit the budget to the Board for approval no later than sixty days following the Annual Symposium or two weeks before the first meeting of the Board after the Symposium, whichever occurs first. The Chairperson shall be responsible for the solicitation of funds for the operation of the Association. The Chairperson may appoint committee members as required. They will cooperate with the Treasurer and together they will maintain a constant surveillance of the budget. As a Prime Committee Chairperson, they will be a member of the Board with one vote.

5. The Science and Technology Committee shall provide assistance to various members, government agencies, and the general public in the areas of competence of the Association. The Chairperson will appoint those members to their committee as required. As a Prime Committee Chairperson, they will be a member of the Board with one vote.
6. The Chapters Committee shall be responsible for all communication pertaining to SAFE Chapters relative to the Association. As a Prime Committee Chairperson, they will be a member of the Board with one vote.

## **II. OTHER COMMITTEES**

The President shall appoint other Committee Chairpersons as deemed necessary. Board confirmation is required and shall be obtained prior to the appointment. These Committee Chairpersons are encouraged to attend the Board Meetings; however, they serve as non-voting members unless approved by the Board by a 2/3 majority vote. However, the Board shall not have the authority to create a Board where appointed members with voting rights outnumber elected members.

## **III. STANDING COMMITTEES**

Standing Committees can be appointed by the President with Board approval by a simple majority vote to provide for continuity in long range programs. These committees shall have no voting rights.

## **ARTICLE VI DUES**

### **Section A**

Dues for all classes of membership shall be established by the Board.

### **Section B**

Dues are payable on the last day of the anniversary month of the member's initial membership in the Association. All members who have not paid their dues within sixty days of this anniversary date shall be removed from the Association's active membership roster.

### **Section C**

A delinquent member may be reinstated during the calendar year upon payment of delinquent dues in full. In the event a delinquent member does not become reinstated during the calendar year, they shall be required to re-apply for membership.

## **ARTICLE VII AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of accredited voting members provided that the proposed amendments shall have been sent in writing to the members.

Amendments may be proposed by the Board on its own initiative, providing such amendments have been approved by two-thirds vote of the Board. Amendments may also be proposed upon petitions of any twenty-five members addressed to the Board. All such amendments shall be presented by the Board to the membership with or without recommendation.