

SAFE ASSOCIATION
CONSTITUTION AND BYLAWS
(DRAFT 15 October 2019, General Membership Meeting,
Reno, NV)

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 Fellow Member
- (3) Honorary Life Member
- (4) Corporate Member.
- (5) Chapter Member

ARTICLE V OFFICERS

Section A - Elected Officers

1. Association: elected officers will be President, President Elect, Vice President, Immediate Past President, Treasurer and Secretary.
2. Chapter: elected officers of this Association will be President, Vice President, and Secretary-Treasurer. the office of Secretary-Treasurer may be occupied by one person, or if deemed necessary by the Chapter, may be separate offices occupied by duly elected individuals from that Chapter.

Section B - Term of Office

1. All Association Officers will be elected annually as prescribed in the Bylaws to serve for one year, or as specified, or until their successors are elected.
2. All elected officers will assume office at the close of the annual Association Symposium.
3. The President Elect will automatically succeed to the Presidency upon installation.
4. No individual shall serve more than two natural and one incomplete term as Association President.
5. The officers shall normally serve a term of one year.
6. If the office of any elected officer is vacated during the individuals elected year, the order of succession shall be:

- a. For the Office of President, the order of succession will be Vice President, Immediate Past President, and President Elect. If the President Elect is unable to assume the duties of office, the Treasurer will assume the position until a special election is accomplished.
- b. For the Office of Vice President, the order of succession will be the Treasurer. If the Treasurer cannot assume the office, the President will appoint a member to the position until a special election is accomplished or the annual election can be completed.
- c. For the Office of Treasurer, the order of succession will be the Secretary. If the Secretary cannot assume the office, the president will appoint a member to the position until a special election is accomplished or the annual election can be completed.
- d. For the Office of Secretary, The president will appoint a member to the position until a special election is accomplished or the annual election can be completed.
- e. For the Office of Immediate Past President. The president will appoint the next most recent Past President.
- f. In filling offices for succession, the most recent election ballot list will be considered as a source for successors

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, Treasurer, Secretary, 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 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

A Chapter must hold a meeting annually for at least once members to maintain Association accreditation. If the Chapter is unable to meet within this time frame, the Association Administrator must be notified and the Chapter will then be considered in-active.

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 Bylaws. 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, Treasurer, Secretary, 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. 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 INFORMATION MANAGEMENT

Section A - General

1. The Association shall publish a Journal, Newsletter, and/or a compilation of information received from Chapters, corporate members, or individuals, on a basis determined by the Board, to further the goals and objectives of the organization.
2. 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.
3. The Association shall maintain a public website and accounts on Board-approved social media sites to disseminate up-to-date news of recent accomplishments, upcoming events, and other information deemed appropriate and relevant to the SAFE members and community.

Section B - Finances

Cost for Information Management related programs shall be borne by revenue derived first, then from Association funds.

Section C - Operations

The Information Management Chairperson, with concurrence of the Board, shall be responsible for taking those actions necessary to ensure the editing, publishing, and distribution of the official Association publications described herein.

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 of Journal, Newsletter, or Special Mailing of the Association

Publication of the proposed amendments in any of the official Association information management publications available to the full membership 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.

BYLAWS

ARTICLE I NOMINATIONS AND ELECTIONS

Section A - Association Officers Nomination Committee

1. Elected Association Officers shall be nominated by the elections committee chair or any current Board member.
2. The Chairperson of the Nominations Committee can have up to four past presidents on the committee.
3. The Chairperson will be the spokesperson for the committee.
4. The recommendations of the Nominating Committee will be made to the Board.

5. Concurrence of the Board must be accomplished by 15 July each year so that elections may take place in a timely manner.

Section B - Elections and Proposals

1. 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 a minimum of four weeks before the scheduled vote. Memberships will be notified of a pending vote by either U.S. mail or email. In addition, a pending vote notification will also be posted to the SAFE Association website.
2. The website posting is strictly a notification of an upcoming vote. The email notification will be sent to all members in good standing. All eligible voting members must provide SAFE with a valid email address. The notification email will contain a link or web address and a unique password for electronic voting. The eligible voters will go to the voting site, log in, and vote. For this process to meet the needs of the membership, the Board of Directors is authorized to contract, at their discretion, a service provider to manage and accomplish the electronic voting process. The contracted service provider will ensure only SAFE members in good standing are able to vote once, blocking second attempt to vote. The service provider contracted to manage and accomplish the election process will collect and validate votes, tabulate results, and report those results to the SAFE Certified Public Accountant in writing. If any errors are found, or website issues occur, the SAFE Administrator and Board of Directors will be immediately notified by the contracted service provider as issues arise and provide a Board approved corrective courses of action. The Board of Directors will, in-turn, notify the contracted service provider of the approved courses of action to be executed. The integrity of the vote is paramount.
3. If a mail ballot is also being used, it shall be included with the notification. All paper ballots will be mailed directly to and tallied by the SAFE Certified Public Accountant who will advise the Association Administrator of the results in writing.
4. If a vote has not been returned at the stated election/proposal deadline, by either U.S. mail or email, it is assumed the non-responding member has forfeited their vote.

5. In the event of a tie vote, the office in question shall be decided by a majority vote of the sitting Board of Directors. The only exception to this is any Board member running for the office of the tied vote is ineligible to vote.

ARTICLE II MEMBERSHIP

Section A - Membership Classification

There shall be the following classes of memberships:

1. Member
2. Senior Fellow Member
3. Corporate Member
4. Honorary Life Member
5. Chapter Member

Section B – Qualification for Election for Membership:

1. Member
 - a. A Member is an individual that has applied for membership and that has paid their annual membership dues.
 - b. Membership includes membership at the national and chapter level. Chapters provide resources and networking opportunities for members.
 - c. All members who are now on the list of actives shall continue as active members as long as they retain their membership in good standing.
 - d. Members will have the right to join into a chapter of their choice.
 - e. An applicant for membership should have duties or interests related to advancing the cause of personal safety as outlined in the Association Constitution

- f. 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.
- g. 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 Fellow Member

- a. This is the highest grade of membership in the Association.
- b. The candidate shall have been a member of the Association and in good standing for 25 continuous years.
- c. During this period, the members must have accomplished a level of performance that the Board feels is worthy of this acknowledgement.
- d. Performance could include invention, development of equipment, research, testing, development of safety procedures, teaching, publication of papers, presentations at the technical symposium of the Association, etc.
- e. The member will receive recognition by the Board at the annual Association Symposium.

3. Corporate Members

- a. The Board shall admit as Corporate Members those companies, associations, foundations, groups, or individuals contributing annually to the Association dues designated by the Board
- b. These members must meet eligibility requirements as established by the Board.
- c. Upon their approval and acceptance by the Board, Corporate Members shall be listed in each issue of the Journal of the Association and shall receive such other services as the Board shall deem appropriate.
- d. Corporate Members shall have the privilege of a maximum of two representatives attending all meetings of the Association.

- e. 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 members of the Association that have been selected by the Board, who have made outstanding contributions to the advancement of personal safety and to the Association.
- b. Honorary Life Members shall be entitled to vote. They shall pay no dues or initiation fee and shall receive the official Journal.
- 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.

5. Chapter Members

- a. A Chapter member is a Member of the Association who chooses to be associated with a Chapter.
- b. A portion of the members' dues will be allocated to each chapter based on their choice/wish.
- c. The Association shall send the designated portion of the members annuals dues to the assigned Chapter to cover the expenses related to its operations.

Section C - Election as an Association Officer

- 1. Any member in good standing is qualified for nomination and election to any Association office except as otherwise restricted in this section.
- 2. 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

- 1. Members of any classification may be expelled for causes of conduct which the Board deems contrary to the best interests of this Association.

2. 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.
3. 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.
4. A two-thirds vote of the Board is necessary for expulsion.
5. The action of the Board shall be final.

ARTICLE III CHAPTERS

Section A - Chapters

1. It is the policy of this Association to encourage and recognize the establishment of chapters of its members.
2. 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.
3. The provisions of this Constitution and Bylaws shall be equally binding upon the Association and all of its chapters and members.
4. The Association and all of its Chapters and members will abide by all applicable Federal and State Laws.

Section B - Establishment of Chapters

1. Petitions must be submitted to the Board for the establishment of a chapter, providing the petition is signed by not fewer than ten Association members.
2. The Chapter shall have the option of operating under the Association Constitution and By-Laws / Charter or creating their own Constitution and By-Laws / Charter.
3. However, should the Chapter choose to establish their own Constitution and By-Laws / Charter, it must be approved by the Board and shall not contain anything contrary to the policies herein.

4. For new chapters, the Association will designate an experienced current or past Board member to mentor the Chapter while establishing its organization for the first two years of operation.

Section C - Dissolution of Chapters

1. Any Chapter inactive for a period of two years or more will be subject to dissolution by Board action.
2. Such Board action shall be preceded by publication of a Notice of Intent of Chapter Dissolution in the SAFE Journal or News Letter or other official publications of the Association.
3. Upon dissolution of the Chapter, the Charter and 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

1. The President shall be the Executive Officer of the Association and shall preside at all meetings.
2. The President shall appoint all Committee Chairpersons who are not designated by being elected to office.
3. 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 C - Vice President

1. The Vice President shall be a member of the Board.

2. The Vice President will familiarize themselves with the activities and duties of the President and will act as the Chairperson of the Finance Committee.
3. If the President is not available to officiate, the Vice President will act during the vacancy.
4. In the event the President shall become permanently unable to perform the duties of the office, the Vice President shall become the acting President.
5. In the event both the President and Vice President are incapacitated or otherwise unable to act, the President Elect shall perform the duties of the President during the period of such incapacity or inability to act.

Section D - Treasurer

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 financial statement annually. This shall be published to the membership through the assistance of the Association Administrator, or other Board member as directed by the Board.

Section E - Secretary

The Secretary shall assist the Association Administrator or other Board member as directed in accordance with the procedures established by the Constitution and Bylaws, and shall assure the written record of the association is maintained and available to the members.

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 and are responsible for the Association's awards program.

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 Information Management, Symposium, Membership, Finance, Journal and Editorial, Science & Technology, and Chapters Committees.

Section B - Prime Committee Duties

1. The Information Management Committee shall be responsible for the content of the SAFE Newsletter, and any other publications specified by the Constitution, Bylaws, and 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. The Chairperson will seek and 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.
3. 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.

4. The Membership Committee shall be responsible for all activities relating to the acquisition of regular and Corporate Members. The Chairperson shall prepare a plan for membership development for Board approval. They will appoint committee members as required. The Chairperson of the Membership Committee will be a member of the Board with one vote.
5. 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 ninety days following the Annual Symposium or two weeks before the first meeting of the Board after the Symposium, whichever occurs first. The Vice-President shall chair this committee as well as solicit 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.
6. 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.
7. The Journal and Editorial Committee shall provide assistance to various members, government agencies, and the general public in the areas of defining, writing, and publishing the bi-annual science-based journal for this Association. The Chairperson will appoint those members to their committee as required. The Chair will work with the Chair of the Science and Technology Committee to ensure a full program can be achieved to advance the Association's commitment to science within our industry. As a Prime Committee Chairperson, they will be a member of the Board with one vote.
8. 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 committees may be Association Development, Public Policy, or others as approved by the Board. 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 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.