



CHARTER OF THE NATIONAL SAFETY COUNCIL
Public Law 259 - 83d Congress.
36 U.S. Code 463

AN ACT

To Incorporate the National Safety Council.

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled, That [HERE WERE NAMED 27 PERSONS, THE ORIGINAL INCORPORATORS] are hereby created and declared to be a body corporate by the name of National Safety Council, (hereinafter called the corporation) and by such name shall be known and have perpetual succession and the powers and limitations contained in this Act.

Section 2 - Completion of Organization

The persons named in the first section of this Act are authorized to complete the organization of the corporation by the selection of officers and employees, the adoption of a constitution and bylaws, not inconsistent with this Act, and the doing of such other acts as may be necessary for such purpose.

Section 3 - Objects and Purposes of Corporation

The objects and purposes of the corporation shall be:

1. to further, encourage, and promote methods and procedures leading to increased safety, protection, and health among employees and employers and among children, in industries, on farms, in schools and colleges, in homes, on streets and highways, in recreation, and in other public and private places;
2. to collect, correlate, publish, distribute, and disseminate educational and informative data, reports, and all other data relative to safety methods and procedures;
3. to arouse and maintain the interest of the people of the United States, its Territories and possessions in safety and in accident prevention, and to encourage the adoption and institution of safety methods by all persons, corporations, and other organizations;
4. to organize, establish, and conduct programs, lectures, conferences, and other activities for the education of all persons, corporations, and other organizations in safety methods and procedures;

5. to organize, and to aid in the organization of, local safety chapters throughout the United States, its Territories and possessions, and to provide organizational guidance and materials to promote the national safety;
6. to cooperate with, enlist, and develop the cooperation of and between all persons, corporations, and other organizations and agencies, both public and private, engaged or interested in, or in any manner connected with, any or all of the foregoing purposes; and
7. to do any and all lawful acts which may be necessary, useful, suitable, desirable, and proper for the furtherance, accomplishment, and attainment of any or all of the foregoing purposes.

Section 4 - Corporate Powers

The corporation shall have power:

1. to sue and be sued, complain, and defend in any court of competent jurisdiction;
2. to adopt, alter, and use a corporate seal;
3. to choose such officers, directors, trustees, managers, agents, and employees as the business of the corporation may require;
4. to adopt, amend, and alter a constitution and bylaws, not inconsistent with the laws of the United States or any State in which the corporation is to operate, for the management of its property and the regulation of its affairs;
5. to contract and be contracted with;
6. to charge and collect membership dues, subscription fees, and receive contributions or grants of money or property to be devoted to the carrying out of its purposes;
7. to take and hold by lease, gift, purchase, grant, devise, or bequest and any property,
8. to transfer, encumber and convey real or personal property;
9. to borrow money for the purposes of the corporation, issue bonds therefore, and secure the same by mortgage, subject to all applicable provisions of Federal or State law;
10. to use the corporate funds to give prizes, awards, or other evidences of merit or recognition to persons, organizations, associations, or corporations, public or private, for outstanding contributions toward the achievement of the purposes of the corporation;
11. to publish magazines and other publications and material, whether periodic or occasional, consistent with its corporate purposes;
12. to organize, establish, and conduct conferences on safety and accident prevention;

13. to adopt, alter, use, and display such emblems, seals, and badges as it may adopt;
14. to establish and maintain offices for the conduct of its business, and to charter local, State, and regional safety organizations, and to establish, regulate, and discontinue departmental subdivisions and local, State, and regional chapters in appropriate places throughout the United States, its Territories and possessions; and
15. to do any and all acts and things necessary and proper to carry out the objects and purposes of the corporation and, for such purpose, the corporation shall also have, in addition to the foregoing in this section and subsection, the rights, powers, duties, and liabilities of the existing corporation referred to in section 18 as far as they are not modified or superseded by this Act.

Section 5 - Principal Office; Scope of Activities; District of Columbia Agent

- a. The principal office of the corporation shall be located in Itasca, Illinois, or in such other place as may later be determined by the board of directors, but the activities of the corporation shall not be confined to that place and may be conducted throughout the United States and abroad.
- b. The corporation shall maintain at all times in the District of Columbia a designated agent authorized to accept service or process for the corporation, and notice to or service upon such agent, or mailed to the business address of such agent, shall be deemed notice to or service upon the corporation.

Section 6 - Membership; Voting Rights

- a. Eligibility for membership in the corporation and the rights and privileges of members shall, except as provided in this Act, be determined as the constitution and bylaws of the corporation may provide.
- b. Each member of the corporation, other than honorary and sustaining members, shall have the right to one vote on each matter submitted to a vote at all meetings of the members of the corporation. The corporation may, by its constitution and bylaws, provide for additional voting rights in accordance with dues paid.

Section 7 - Board of Directors; Composition; Responsibilities

Upon enactment of this Act the membership of the initial board of directors of the corporation shall consist of the present members of the board of directors of the National Safety Council, Inc., referred to in section 18 of this Act, or such of them as may then be living and are qualified directors of that corporation, to wit -[HERE WERE NAMED 69 INDIVIDUALS CONSTITUTING THE BOARD OF DIRECTORS OF THE NATIONAL SAFETY COUNCIL, INC., A CORPORATION ORGANIZED UNDER THE LAW OF THE STATE OF ILLINOIS.]

- a. Thereafter, the board of directors of the corporation shall consist of such number (not less than fifteen), shall be selected in such manner (including the filling of vacancies), and shall serve for such term as may be prescribed in the constitution and bylaws of the corporation.

- b. The board of directors shall be the governing board of the corporation and shall, during the intervals between corporation meetings, be responsible for the general policies and program of the corporation. The board shall be responsible for all finance except as provided for in section 9.

Section 8 - Officers; Election of Officers

- a. The officers of the corporation shall be a chairman of the board of directors, a president, three or more vice presidents (as may be prescribed in the constitution and bylaws of the Corporation), a corporate secretary, and a treasurer. The duties of the officers shall be as prescribed in the constitution and bylaws of the corporation.
- b. Officers shall be elected annually at the annual meeting of the corporation.

Section 9 - Trustees

There shall be trustees, whose number (not less than five), method of selection, and term of office shall be as the constitution and bylaws of the corporation may prescribe. The trustees shall have full power and control over such contributed funds as may be raised by them.

Section 10 - Use of Income; Loans to Officers, Directors, or Employees

- a. No part of the income or assets of the corporation shall inure to any member, officer, or director, or be distributable to any such person otherwise than upon dissolution or final liquidation of the corporation as provided in section 16 of this Act. Nothing in this subsection, however, shall be construed to prevent the payment of compensation to officers of the corporation in amounts approved by the executive committee of the corporation.
- b. The corporation shall not make loans to its officers, directors, or employees. Any director who votes for or assents to the making of a loan to an officer, director, or employee of the corporation, and any officer who participates in the making of such loan, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

Section 11 - Nonpolitical Nature of Corporation

The corporation, and its officers, directors, and duly appointed agents as such, shall not contribute to or otherwise support or assist any political party or candidate for office.

Section 12 - Liability for Acts of Officers and Agents

The corporation shall be liable for the acts of its officers and agents when acting within the scope of their authority.

Section 13 - Prohibition Against Issuance of Stock or Payment of Dividends

The corporation shall have no power to issue any shares of stock nor to declare nor pay any dividends.

Section 14 - Books and Records; Inspection

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors; and it shall also keep at its principal office a record of the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member entitled to vote, or his agent or attorney, for any proper purpose, at any reasonable time.

Section 15 - Audit of Financial Transactions

- a. The financial transactions shall be audited annually, at the end of the fiscal year established by the corporation, by an independent certified public accountant in accordance with the principles and procedures applicable to commercial corporate transactions. The audit shall be conducted at the place or places where the accounts of the corporation are normally kept. All books, accounts, financial records, reports, files, and all other papers, things, or property belonging to or in use by the corporation and necessary to facilitate the audit shall be made available to the person or persons conducting the audit; and full facilities for verifying transactions with the balances or securities held by depositors, fiscal agents, and custodians shall be afforded to such person or persons.
- b. A report of such audit shall be made by the corporation to the Congress not later than six months following the close of such fiscal year for which the audit is made. The report shall set forth the scope of the audit and shall include verification by the person or persons conducting the audit of statements of (1) assets and liabilities, (2) capital and surplus or deficit, (3) surplus or deficit analysis, (4) income and expense, and (5) sources and application of funds. Such report shall not be printed as a public document.

Section 16 - Use of Assets on Dissolution or Liquidation

Upon final dissolution or liquidation of the corporation, and after discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets of the corporation may be distributed in accordance with the determination of the board of directors of the corporation and in compliance with the constitution and bylaws of the corporation and all Federal and State laws applicable thereto.

Section 17 - Exclusive Right to Name, Emblem, Seals, and Badges

The corporation, and its subordinate divisions and regional, State, and local chapters, shall have the sole and exclusive right to use the name, National Safety Council. The corporation shall have the exclusive and sole right to use, or to allow or refuse the use of, such emblems, seals, and badges as it may legally adopt, and such emblems, seals, and badges as have heretofore been used by the Illinois corporation referred to in section 18 in carrying out its program, it being



distinctly understood, however, that nothing in this Act shall interfere or conflict with established or vested rights.

Section 18 - Transfer of Assets

The corporation may acquire the assets of the National Safety Council, Incorporated, a corporation organized under the laws of the State of Illinois, upon discharging or satisfactorily providing for the payment and discharge of all of the liability of such corporation and upon complying with all laws of the State of Illinois applicable thereto.

Section 19 - Reservation of Right to Amend or Repeal Charter

The right to alter, amend, or repeal this Act is hereby expressly reserved.