



REPORT OF THE EXECUTIVE COMMITTEE

Changes to the Bylaws

May 2021

The Board of Directors approved this revised Constitution and Bylaws in May 2021, recommending them to the members of the National Safety Council for their vote.

The Constitution and Bylaws have been updated for better clarification of current corporate governance practices and minor editing corrections. (Parenthetical references are to the sections in this revised Constitution and Bylaws.)

Elements of the Change:

(Entire Document) Bylaws have been updated to be gender neutral. The names of the following committees also have been updated to better reflect their roles and responsibilities: Audit Committee changed to Finance and Audit Committee; Nominating Committee to Nomination and Governance Committee; Campbell Institute Committee to Campbell Institute Steering Committee; and Personnel and Compensation Committee to Compensation Committee.

(Article IV, Section 1a and Section 4) Elective Officers – This section of the Bylaws will reflect the current organizational structure of the Council. The position and duties set forth in this section align with current roles and responsibilities established by the organization.

(Article IV, Section 4b) Eliminates Vice Chair serving as Delegates Committee Chair; addition of Vice Chair to serve as Chair of the Nomination and Governance Committee; and Vice Chair to serve on the Trustees Committee.

(Article IV, Section 4c) Updated budgeted and non-budgeted approval process.

(Article IV, Section 4d) Added role of Chief Operating Office.

(Article IV, Section 4g) Updated Corporate Secretary roles and responsibilities.

(Article V, Section 7) Board meeting schedule and mode of attendance update. Clarifies that if unable to meet in-person due to unforeseen circumstances, the Board may meet virtually. In addition, the Board will have two conference calls between the two in-person meetings.

(Article VI, Section 1) Committees – Operations and Categories. Change from one committee category to two committee categories: Standing Committees of the Board of Directors (Executive, Compensation, Finance and Audit, Nomination and Governance, Strategic Planning and Trustees) and Advisory Committees to the Board of Directors (Campbell Institute Steering Committee, Chapters, Delegates and Executive Business Issues Forum).

(Article VI, Section 2.1) The Advisory Leadership Committee will consist of each of the Advisory Committee Chairs/Representatives and the Chief Executive Officer. Committee Chairs on the Advisory Leadership Committee will serve on the Executive Committee based on an annual rotation.

(Article VI, Section 2.3) Finance and Audit Committee added responsibilities: IT Security, governance on acquisitions and member of the Investment Advisory Committee. Updated budgeted and unbudgeted responsibilities related to capital, divestment or investment expenditures.

(Article VI, Section 2.4) Vice Chair to serve as Chair of the Nomination and Governance Committee; updated Nomination and Governance Committee roles and responsibilities related to Board Governance.

(Article VI, Section 3.3) The two Division Board of Director representatives to serve as Chair and Vice Chair of the Delegates Committee. The Vice Chair to assume the role of Chair after one year – when the Chair's term ends.

(Article VI, Section 2.2) The Compensation Committee establishes the compensation level for the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and other key employees based on review of compensation levels for comparable positions in similar organizations.

(Article VIII, Section 2) A resolution by the Board of Directors required to authorize the organization to be dissolved.

(Article IX, Section a) Changed wording from “may indemnify” each Director, Officer and Committee member to “shall indemnify.”

(Article IX, Section d) Updated the Indemnification of Directors, Officers and Committee Members section.

(Article X, Section 1) Clarified the process of amending the Constitution and Bylaws.

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**CONSTITUTION AND BYLAWS
NATIONAL SAFETY COUNCIL**

ARTICLE I. NAME

The name of the corporation shall be National Safety Council, hereinafter referred to as “the Council.”

ARTICLE II. OBJECTS AND PURPOSES

The mission of the Council shall be as detailed in Section 3 of the Council’s Charter, established by Public Law 259 of the 83rd Congress of the United States, 36 U.S. Code 463.

ARTICLE III. MEMBERS

Section 1. Eligibility for Membership

Council membership shall be open to any individual or organization wishing to further the mission of the Council.

Section 2. Classifications and Voting Rights of Members

Members shall be divided into four classes: Organizational, Individual, Student and Honorary.

- a. Organizational members shall be an entity with one or more employees or members of its own. Such entity will designate an individual to function as its authorized representative.
 - i. Each Organizational Member shall be entitled to a number of votes determined by dividing the total annual dues paid by that Member by the minimum membership dues for Organizational Membership.
- b. Individual Members shall be individuals interested and active in safety but not an authorized representative of an Organizational Member.
 - i. Each Individual Member shall be entitled to one vote.
- c. Student Members shall be individuals enrolled in accredited post-secondary education programs whose major area of study aligns with the Council's mission.
 - i. Each Student Member shall not be entitled to vote, unless such Student Member elects to pay annual dues as an Individual Member.
- d. Honorary Members shall be those individuals or organizations designated as such by the Executive Committee of the Board of Directors in recognition of their contributions on behalf of the Council. Dues are waived for Honorary Members.
 - i. Each Honorary Member shall not be entitled to vote, unless such Honorary Member elects to pay annual dues as an Organizational or Individual Member.

Organizational Members and Individual Members shall be collectively called, “Voting Members.”

Section 3. Membership Dues

- a. The annual dues for the various classes of Members shall be determined by the Board of Directors.
- b. All dues are payable annually upon each anniversary of the membership acceptance date. Failure to pay dues shall terminate membership.

Section 4. Annual Meetings of Members

There shall be an Annual Meeting of the Members (also called the “Annual Council Meeting”) in each fiscal year. The Corporate Secretary shall send the official notice of the meeting to all Members in good standing no less than ten (10) days prior to the meeting. This notice shall include the nominees for Directors and any proposed amendments to the Constitution and Bylaws. The purpose of the meeting shall be to elect Directors, ratify amendments to the Constitution and Bylaws, and transact other Council business as determined by the Board of Directors.

Section 5. Special Meetings of Members

- a. Special Meetings of the Council members shall be held at the call of the Chair of the Board of Directors, by resolution of the Board of Directors or by petition signed by no less than one-third of the total possible votes of the members authorized to vote, and filed with the Corporate Secretary. Signature to such a petition may be either in writing or by electronic means.
- b. Special Meetings shall be held at a place and time as determined by the Chair of the Board.
- c. Official notice of the Special Meeting shall be sent to all members in good standing no less than ten (10) days prior to the Special Meeting.
- d. No business other than that included in the call, resolution or petition shall be transacted at the Special Meeting.
- e. When ballots are required at a Special Meeting, the verification of proxies or other credentials and the counting of votes shall be done and the vote results announced at the earliest practical time.

Section 6. Quorum for Member Actions

- a. A quorum for any vote of the members shall be a representation of five percent (5%) or more of the total possible votes present in person, by proxy, via electronic or paper ballot, or such other form as determined by the Corporate Secretary.
- b. If a quorum is not reached at any members meeting, the meeting will be adjourned for a date no less than [72] hours after the originally scheduled meeting. When reconvening after such adjournment, any business may be transacted that might have been transacted at the meeting originally called.

Section 7. Notice

- a. Notice of proposed action(s) requiring a vote of the members shall be communicated no less than ten (10) days in advance of the vote.
- b. All notices required to be given pursuant to this Article III must be in writing and delivered by mail, courier, email, or other form of wire or wireless communication.

Section 8. Voting Procedure and Manner of Acting for Members

- a. Voting may occur in person, by proxy, via electronic or paper ballot, or such other form as determined by the Corporate Secretary.
- b. A simple majority of the members voting shall constitute the act of the full membership, providing that a number of votes at least equal to a quorum (5%) shall vote on any proposal. Results of all votes shall be reported at the next Annual Council Meeting of the Council.

ARTICLE IV. OFFICERS

Section 1. Elective Officers

- a. The elective officers (collectively "Elective Officers") shall be the Chair of the Board, Vice Chair of the Board, the President (hereinafter called the "Chief Executive Officer"), Chief Financial Officer, the Treasurer, the Corporate Secretary, and the Chair of the Finance and Audit Committee. The election or appointment of an employee of the Council as an Officer or Director shall not of itself create contractual rights of such employee with the Council. All employees of the Council, including employees who serve as Officers and/or Directors of the Council, are employees at will, unless the Council enters into a written employment agreement that expressly states otherwise. Two or more offices may be held by one person.
- b. Officers shall be elected by the Board of Directors at the Annual Council Meeting to which members are invited.
- c. Officers shall be elected for a term of one year, commencing on the date they are elected by the Board at the Annual Council Meeting.

Terms for the office of Chair of the Board and Vice Chair of the Board shall be limited to two consecutive one-year terms in each office. The terms of the Chair of the Board and Vice Chair of the Board may be extended by one additional year if this is recommended by the Nomination and Governance Committee and two-thirds of the full Board vote in favor of the extension.

Section 2. Vacancy in Office

The Executive Committee may fill any vacancy in an elective office with such person serving until the next regular election by the Board of Directors.

Section 3. Removal of Elective Officers

An Elective Officer may be removed, with or without cause, in the following manner:

- a. Removal of an Officer shall be recommended to the Executive Committee by any member of the Board; the Chief Executive Officer may only recommend removal of Officers who are employees of the Council.
- b. Removal of such Officer shall be approved by a two-thirds vote of the full Executive Committee. Should the need arise, an Officer may be removed by a majority vote of the Board of Directors.

Section 4. Duties of Officers

- a. The Chair of the Board of Directors shall:
 - i. Preside at the Annual Council Meeting of the Council and meetings of the Board of Directors, as well as serve as Chair of the Executive Committee, the Compensation Committee.
 - ii. Call Special Meetings of the Council Members or Board of Directors when necessary.
 - iii. Appoint the members of Standing Committees, including the designation of the chair of each Standing Committee except as otherwise designated by the Bylaws.
 - iv. Perform such duties commonly associated with the position of Chair of the Board of Directors.
- b. The Vice Chair of the Board of Directors shall:
 - i. Perform the duties pertaining to the office of Chair of the Board in the absence of the Chair.
 - ii. Succeed to the Office of Chair if the elected Chair is unable to serve for any reason.
 - iii. Serve on the Executive Committee.
 - iv. Serve as Chair of the Nomination and Governance Committee.
 - v. Perform duties as may be assigned by the Board Chair.
- c. The Chief Executive Officer shall be an employee of the Council, responsible to the Executive Committee and shall:
 - i. Serve as President.
 - ii. Represent the Council officially in public affairs and promote public support for the Council's objects, purposes and programs.
 - iii. Direct the development and implementation of plans and programs to further the Council's mission.
 - iv. Manage the business affairs and property of the Corporation under the direction of the Board of Directors.
 - v. Present budgeted capital, divestment or investment expenditure over \$1 million but less than \$2.5 million to Board Chair for decision on expenditure. Present budgeted expenditures exceeding \$2.5 million to the Finance and Audit Committee.
 - vi. Present unbudgeted capital, divestment or investment expenditures over \$100,000 but less than \$1 million to Board Chair for decision on expenditure. Present unbudgeted expenditures over \$1 million but less than \$2.5 million to the Executive Committee for expenditure decision. Present unbudgeted expenditures exceeding \$2.5 million to the Board of Directors for expenditure decision.
 - vii. Employ and direct a staff to assist in performing these duties.
 - viii. Serve as a member of the Board of Directors.
 - ix. Serve as a voting member of all Committees of the Board of Directors, with the exception of the Finance and Audit Committee and the Compensation Committee.
 - x. Perform other appropriate duties as requested by the Executive Committee and the Board of Directors.
- d. From time to time, the Council may appoint a Chief Operating Officer. The responsibilities shall be determined by the President.

- e. The Chief Financial Officer shall be an employee of the Council and shall:
 - i. Be responsible to the Chief Executive Officer and direct all Council accounting and financial functions.
 - ii. Facilitate an annual audit of the financial position and operations of the Council by a public accounting firm and arrange for the auditor's report to be presented to the Finance and Audit Committee.
 - iii. Perform such other appropriate duties as requested by the President.
- f. The Treasurer shall:
 - i. Receive and disburse funds in accordance with the directives of the Board of Directors.
 - ii. Report on the financial condition of the Council.
- g. The Corporate Secretary shall ensure the administration and integrity of the governance framework.
- h. The Chair of the Finance and Audit Committee shall:
 - i. Coordinate the independent audit of the Council's financial statements and oversee the report of the independent auditor to the Committee.
 - ii. Preside at meetings of the Finance and Audit Committee.
 - iii. Other duties as set forth by Committee charter.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Board of Directors Membership

The Board of Directors (hereinafter referred to as "the Board of Directors" or "the Board") shall be composed of no less than fifteen (15) members and no greater than thirty (30) members and include:

Chair of the Board
 Vice Chair of the Board
 Immediate Past Chair of the Board
 Chief Executive Officer

All members of the Board of Directors, except for the Chief Executive Officer, shall be representatives of Individual or Organizational dues-paying Voting Members.

Directors will sign and comply with the Council's conflict of interest policy and Board of Director Agreement. A conflict of interest policy statement must be signed annually and the Board of Director Agreement signed once.

Directors shall not contribute to or otherwise support or assist any political party or candidate for office while acting on the behalf of the Board of Directors of the Council, in accord with the Council's Charter.

Section 2. Nomination and Election Procedures

Candidates to be considered for nomination to the Board of Directors, with the exception of the Chief Executive Officer, may be presented to the Nomination and Governance Committee by any voting member during the annual call for nominees. The Nomination and Governance Committee recommends a slate of candidates prior to the Annual Council Meeting to be voted upon and elected by the membership. Voting results are announced at the Annual Council Meeting.

Section 3. Terms of Office

Directors may be elected for a term of no less than one (1) year or greater than two (2) years. The term begins upon election at the Annual Council Meeting to which members are invited, except when filling a vacancy by action of the Executive Committee, when the term commences at the time of appointment and concludes upon the occurrence of the next Annual Council Meeting. Directors may serve for no more than seven (7) total consecutive years unless waived by the Nomination and Governance Committee due to extenuating circumstances. Time served as Chair, Vice Chair and Immediate Past Chair is not included in the total consecutive years. Upon completion of this term limit, there shall be a period of at least two (2) years in which the individual does not serve as an Officer or Director before the individual may again be elected to the Board.

Section 4. Vacancy in Office

Any vacancy on the Board of Directors may be filled between Annual Council Meetings upon vote of the Executive Committee, with such appointment continuing until the next regular election of Directors at the Annual Council Meeting.

Section 5. Resignation and Removal of Directors

- a. A Director may be removed as a member of the Board of Directors with or without cause in the following manner:
 - i. Removal shall be recommended to the Executive Committee by the Chair or any member of the Executive Committee; the Chief Executive Officer may recommend removal of Directors who are employees of the Council.
 - ii. Upon removal recommendation by the Executive Committee, a vote of the full Board of Directors shall be requested, with all Directors having no less than ten (10) days to vote.
 - iii. Voting may occur in person, by proxy, via electronic or paper ballot, or such other form as determined by the Corporate Secretary.
 - iv. Removal of the Director in question shall be approved by a vote of no less than two-thirds of the full Board of Directors.
- b. A Director may be removed as a member of the Board of Directors for failure to fulfill their duties and obligations as a Director. The Executive Committee determines if they have met such duties and obligations.
- c. A Director may resign at any time by giving written notification to the Chair of the Nomination and Governance Committee and Chief Executive Officer. The resignation is effective on the date that the notification is received by the Chief Executive Officer unless a later effective date is specified.
- d. If a Director has a change in employment or retires, written notification to the Chair of the Nomination and Governance Committee and Chief Executive Officer is required, along with an offer to resign from the Board. A Director may request to continue to serve on the Board as an individual member. If such a request is received, it will be evaluated for approval by the Nomination and Governance Committee and the Board. Should approval be granted, a Board of Director Individual Membership Application must be completed, fee paid in full and membership maintained throughout their service on the Board.

Section 6. Duties of the Board of Directors

Duty of care: Board members are expected to actively participate in organizational planning and decision-making, as well as make sound and informed judgments as a steward of the National Safety Council. Board members should exhibit a duty of care in all their activities performed and decisions made on behalf of the National Safety Council. The duty of care describes the level of competence that is expected of a board member and is commonly expressed as the duty of “care that a reasonably prudent person would exercise in a like position and under similar circumstances.”

Duty of loyalty: The duty of loyalty is a standard of faithfulness; the board must give undivided allegiance when making decisions affecting the organization. When acting on behalf of the organization, Board members must put the interests of the National Safety Council before any personal or professional concerns and avoid potential conflicts of interest, and they may never use information gained through their position for personal gain.

Duty of obedience: The Board must ensure the organization complies with all applicable federal, state and local laws and regulations, and operates with the highest ethical standard. The duty of obedience requires Board members to be faithful to the National Safety Council’s mission; they are not permitted to act in a way that is inconsistent with the central goals of the organization.

In addition to its legal responsibilities, the Board acts in a fiduciary role by maintaining oversight of the not-profit entity’s finances. One of the Board’s foremost responsibilities is to secure adequate resources for the organization to fulfill its mission. The Board must also evaluate financial policies, approve annual budgets and

review periodic financial reports to ensure the National Safety Council has the necessary resources to carry out its mission and remains accountable to donors and the general public.

Further, the board shall:

- a. **Select the Chief Executive Officer.** The Board must reach consensus on the Chief Executive Officer's responsibilities and undertake a careful search to find the most qualified individual for the position.
- b. **Support and evaluate the Chief Executive Officer.** The Board should ensure that the Chief Executive Officer has the moral and professional support needed to further the goals of the organization.
- c. **Ensure effective planning.** The Board must actively participate in the overall planning process and assist in implementing and monitoring the plan's goals.
- d. **Monitor and strengthen programs and services.** The Board should determine which programs are consistent with the Council's mission and monitor their effectiveness.
- e. **Enhance the organization's public standing.** The Board should clearly articulate the Council's mission, accomplishments and goals to the public and garner support from the community.
- f. **Build a competent board.** The Board articulates prerequisites for candidates, provides onboarding and orientation programs for new members, and periodically and comprehensively evaluates their own performance.
- g. **Make an annual financial commitment as set by the Trustees.** Board members shall make an annual personal philanthropic contribution to the organization and help leverage funds to support the mission of the Council.
- h. **Review unbudgeted capital, divestment and investment expenditures that exceed \$2.5 million to determine if such expense is necessary to further the Council's mission or to fulfill a bona fide need.**

Section 7. Meetings of the Board

- a. The Board shall meet in person at least twice in each fiscal year unless unable due to unforeseen circumstances, in which case they will meet virtually. One of these meetings may be in conjunction with the Annual Council Meeting. In addition, the full Board will meet virtually twice a year between the in-person meetings.
- b. Committee meetings may also occur in person, by conference call or via any other live electronic means.
- c. The Board Secretary shall provide notice of each meeting to every Director no less than ten (10) days prior to the meeting.

Section 8. Special Meetings of the Board of Directors

- a. Special meetings of the Board of Directors may be called by the President or the Chair of the Board at their discretion, or upon written demand of at least twenty-five percent (25%) of Directors. Such call shall state the purpose, time and location of the special meeting.
- b. Notice of special meetings shall be sent to every Director no less than ten (10) days prior to the meeting. Such notice shall state the purpose, time and location of the meeting.
- c. No action shall be taken at a special meeting other than that named in the notice. Attendance at a special meeting may be either in person, by conference call or via any other live electronic means. Action may be taken in person, by proxy, or via electronic or paper ballot vote.

Section 9. Quorum for Board Meetings

A simple majority of the total number of Directors, not including vacant positions, shall constitute a quorum.

Section 10. Waiver of Notice

Notice of any regular or special meeting of the Board of Directors may be waived by providing a signed Waiver of Notice by the person(s) entitled to such notice either before or after the time of the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any regular or special meeting of the Board of Directors does not need to be specified in the notice or waiver of notice of such meeting, unless specifically required by the Articles of Incorporation or these Bylaws.

Section 11. Notices and Voting Procedures

- a. Notice of meetings or proposed action(s) shall be communicated no less than ten (10) days in advance of the meeting or proposed action. Notice may be communicated in person; by mail, courier or email; or via another form of communication.
- b. Voting may occur in person, by proxy, via electronic or paper ballot, or such other form as determined by the Corporate Secretary.

Section 12. Manner of Acting

Except as otherwise provided, the act of a simple majority of the Directors at which a quorum is present shall constitute an act of the full Board of Directors.

ARTICLE VI. COMMITTEES – OPERATIONS AND CATEGORIES

Section 1. Committee Operations

1a. Vacancy

A vacancy in any committee may be filled by the Chair of the Board.

1b. Special Committees

Special Committees may be established by the Executive Committee to fulfill a task(s) not regularly addressed by one of the Standing Committees. Special Committees may meet as necessary, function as long as practical and automatically dissolve upon acceptance of their final report by the Board of Directors.

1c. Committee Terms of Office

All Committee members shall serve for a term of one year and may be reappointed by the Chair of the Board in conformity with Committee composition as detailed in this Constitution and Bylaws. Directors are subject to term limits as specified in this Constitution and Bylaws.

1d. Committee Duties

- i. Each Committee shall report its activities to the Board of Directors.
- ii. Each Committee may propose Board action on matters within its purview.
- iii. The Chair of the Board may designate Committee proposals for initial review by the Executive Committee for recommendation(s) to the Board of Directors.

1e. Committee Meetings

Meetings may occur in person, by conference call or via any other live electronic means.

1f. Quorum for Committees

A majority of the members of any Committee, not including vacant positions, shall constitute a quorum.

1g. Vote by Committees

A vote by any Committee may be taken verbally or by electronic or paper ballot between meetings of the Committee on any proposal presented by the Chair of the Committee. Approval by such means shall constitute the act of the full Committee, provided that a number at least equal to a quorum shall vote on any such proposal.

Section 2. COMMITTEE CATEGORIES – STANDING COMMITTEES OF THE BOARD OF DIRECTORS

Standing Committees are permanent committees of the Board and shall meet at least two (2) times in each fiscal year of the Council. The composition of the committees and Committee chair appointments will be determined yearly by the Chair of the Board unless mandated otherwise by the Bylaws. Meetings may occur in person, by proxy, or via conference call or any other live electronic means. The Standing Committees are:

- Executive
- Compensation
- Finance and Audit
- Nomination and Governance
- Strategic Planning
- Trustees

Section 2.1. Executive Committee

Composition: The Executive Committee will consist of the following members, all of whom shall be Directors:

- Chair of the Board, serving as Chair of the Executive Committee
- Vice Chair of the Board
- Chair of the Finance and Audit Committee
- Chair of the Nomination and Governance Committee
- Chair of the Strategic Planning Committee
- Chair of the Trustees Committee
- Member of the Advisory Leadership Committee (*rotated annually in committee name alphabetical order*)
- Chief Executive Officer

a. **Duties and Responsibilities:** The Executive Committee shall:

- i. Oversee the business and financial affairs of the Council between Board meetings.
- ii. Provide direction, counsel and guidance to the Chief Executive Officer.
- iii. Act on behalf of the full Board of Directors between Board meetings, when a special meeting is not required.
- iv. Review unbudgeted capital, divestment and investment expenditures that exceed \$1 million but less than \$2.5 million to determine if such expense is necessary to further the Council's mission or to fulfill a bona fide need.
- v. The Executive Committee may not modify any action taken by the full Board of Directors.
- vi. Any vacancy on the Board of Directors may be filled between Annual Council Meetings upon vote of the Executive Committee, with such appointment continuing until the next regular election of Directors at the Annual Council Meeting.
- vii. Submit a full report of its activities at regular meetings of the Board of Directors for ratification.

Section 2.2. Compensation Committee

a. **Composition:** The Compensation Committee will consist of no less than five (5) members, all of whom shall be Directors. The Committee shall include the Chair of the Board, serving as Committee Chair, Vice Chair of the Board and the Chief Executive Officer as a non-voting member.

b. **Duties and Responsibilities:** The Compensation Committee shall:

- i. Establish compensation levels for the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and other key employees based on review of compensation levels for comparable positions in similar organizations.
- ii. Provide direction for the Council's retirement benefit plans, merit pools and overall benefit costs.
- iii. Submit a full report of its activities at regular meetings of the Board of Directors for ratification.

Section 2.3. Finance and Audit Committee

- a. **Composition:** The Finance and Audit Committee will consist of no less than five (5) members, at least sixty percent (60%) of whom shall be Directors. The Chair of the Finance and Audit Committee shall be a Director elected pursuant to Article V. Any non-Directors appointed to serve on the Finance and Audit Committee shall have experience, knowledge and/or skills that qualify them to serve on this Committee. No Elective Officers who are employees of the Council shall serve on the Finance and Audit Committee.
- b. **Duties and Responsibilities:** The Finance and Audit Committee shall:
- i. Seek, interview and appoint a public accounting firm to perform an independent audit of the Council's annual financial statements, as well as receive and approve the report of that independent auditor.
 - ii. Enforce and monitor a code of ethics policy for Directors, Elective Officers and employees of the Council.
 - iii. Be advised of IT Security, the Investment Advisory Committee and governance on acquisitions.
 - iv. Review all capital, divestment and investment expenditures from the approved annual budget that exceed \$2.5 million to determine if such expense is necessary to further the Council's mission or fulfill a bona fide need.
 - v. Submit a full report of its activities at regular meetings of the Board of Directors for ratification.

Section 2.4. Nomination and Governance Committee

- a. **Composition:** The Nomination and Governance Committee will consist of no less than five (5) members, all of whom shall be Directors. The Chair of the Nomination and Governance Committee will be Vice Chair of the Board.
- b. **Duties and Responsibilities:** The Nomination and Governance Committee shall:
- i. Focus on building and enhancing the effectiveness of the Board of Directors.
 - ii. Select a slate for Elective Officers and other Directors.
 - iii. Report all nominations for the Board of Directors and Elective Officers to the Corporate Secretary at least ninety (90) days before the Annual Council Meeting.
 - iv. Recommend a slate of Elective Officers to the Board of Directors.
 - v. Approve the slate of Delegates.
 - vi. Place Directors slate in the "Report of the Nomination and Governance Committee" for distribution to, and voting by, the Council members.
 - vii. Report the results of the voting at the Annual Council Meeting.
 - viii. Be responsible for overseeing the Board orientation process, board development and reappointments.
 - ix. Lead the analysis of Board of Directors' evaluations, self-assessment and surveys.
 - x. Addresses other governance matters as required.
 - xi. Submit a full report of its activities at regular meetings of the Board of Directors for ratification.

Section 2.5. Strategic Planning Committee

- a. **Composition:** The Strategic Planning Committee will consist of no less than five (5) members, at least sixty percent (60%) of whom shall be Directors. The Chair of the Strategic Planning Committee shall be a Director appointed by the Chair of the Board. Any non-Directors appointed to serve on the Strategic Planning Committee shall have experience, knowledge and/or skills that qualify them to serve on this committee.
- b. **Duties and Responsibilities:** The Strategic Planning Committee shall provide direction, counsel and guidance to Council executive management for the development of strategic plans to achieve the Council's mission, subject to approval by the Board of Directors. The Committee also will:
- i. Submit a full report of its activities at regular meetings of the Board of Directors for ratification.

Section 2.6. Trustees Committee

a. **Composition:** The Trustees will consist of no less than five (5) members, at least half of whom shall be Directors and shall include:

- Chair of the Board
- Vice Chair of the Board
- Immediate Past Chair of the Board
- Chief Executive Officer

The Chair of the Trustees Committee shall be a Director appointed by the Chair of the Board.

b. **Duties and Responsibilities:** The Trustees shall:

- i. Solicit donations to encourage, promote and finance activities and programs that further the mission of the Council.
- ii. Educate the corporate and philanthropic community of the need to support the Council's mission.
- iii. Lead by the example of their personal donation and that of their member organization, if applicable, to educate the Council's members and Directors on the value of the Council's mission.
- iv. Submit a full report of its activities at regular meetings of the Board of Directors for ratification.

Section 3. COMMITTEE CATEGORIES – ADVISORY COMMITTEES TO THE BOARD OF DIRECTORS

Advisory Committees of the Board of Directors are permanent committees of the Board and shall meet at least two (2) times in each fiscal year of the Council. Committee chairs shall be appointed annually by the Chair of the Board. The Chair of the Board shall appoint a single Advisory Committee Representative annually to serve on the Executive Committee of the Board of Directors. The Advisory Committee Representative shall rotate annually among the chairs of the advisory committees in committee name alphabetical order. Meetings may occur in person, by proxy, or via conference call or any other live electronic means. The Advisory Committees are:

- Campbell Institute Steering Committee
- Chapters
- Delegates Committee
- Executive Business Issues Forum
- Advisory Leadership Committee

Section 3.1. Campbell Institute Steering Committee

a. **Composition:** The Campbell Institute Steering Committee is comprised of a representative body from participating member companies and provides strategic and functional guidance to the Institution staff. The Campbell Institute Steering Committee will consist of no less than nine (9) members. The Chair of the Campbell Institute Steering Committee shall be a Director appointed by the Chair of the Board and shall serve on the Advisory Leadership Committee. Non-Directors appointed to serve on the Campbell Institute Steering Committee shall have experience, knowledge and/or skills that qualify them to serve on this Committee.

b. **Duties and Responsibilities:** The Campbell Institute Steering Committee shall:

- i. Provide direction, counsel and guidance to Council executive management for the development and dissemination of leading environmental, health and safety practices to achieve the Council's mission, subject to approval by the Board of Directors.
- ii. Propose policies and position statements to be adopted by the Board of Directors and promoted by the Council by following the documented process.
- iii. Inform and assist in the execution of the Council's strategic plan.
- iv. Promote membership.
- v. Submit a full report of its activities at regular meetings of the Board of Directors for ratification.

Section 3.2. Chapters

- a. **Composition:** The NSC Chapters are committed to the NSC mission and serve as a local connection point for members - providing education, training, networking and other resources. The chapters also serve as partners in educating the public and state and local governments about key safety issues consistent with the NSC mission. The Chapters Board of Directors Representative shall serve on the Advisory Leadership Committee.
- b. **Duties and Responsibilities:** The Chapters shall:
 - i. Provide direction, counsel and guidance to Council executive management for the development and dissemination of leading environmental, health and safety practices to achieve the Council's mission.
 - ii. Propose policies and position statements to be adopted by the Board of Directors and promoted by the Council by following the documented process.
 - iii. Inform and assist in the execution of the Council's strategic plan.
 - iv. Promote membership.
 - v. Submit a full report of its activities at regular meetings of the Board of Directors for ratification.

Section 3.3. Delegates Committee

- a. **Composition:** The NSC Delegates Committee is a volunteer advisory group comprised of subject matter experts from NSC member companies. The delegates provide guidance and advice that inform policies and priorities pursued by the Council. The Delegates will consist of no less than twelve (12) members, all of whom –with the exception of the Chief Executive Officer –shall be representatives of Voting Members. The Committee shall meet as often as deemed necessary or appropriate to fulfill its responsibilities, but no fewer than two (2) meetings annually. The Board shall appoint a Committee Chair and Committee Vice Chair representing the Divisions (as defined below) on the Board, each serving a two-year term that shall be staggered between the two (2) positions. At the end of the Committee Chair's term, the Vice Chair will assume the position of Committee Chair and a new representative will be appointed as Vice Chair. The Committee Chair shall serve on the Advisory Leadership Committee and will represent the Advisory Committees to the Board as appointed. The Delegates Committee shall include:

Committee Chair
Committee Vice Chair
Chair of the Board
Vice Chair of the Board (optional)
Chief Executive Officer

Each Division shall have at least one representative on the Delegates. A Division is defined as a group of volunteers with shared safety interests and approved as a Division by the Board. Delegates shall possess experience, knowledge and/or skills in the areas of the Council's mission that qualify them to serve on this Committee.

- b. **Duties and Responsibilities:** The Delegates shall:
 - i. Provide direction, counsel and guidance to the Board of Directors regarding causes and solutions to the identified areas of need.
 - ii. Propose policies and position statements to be adopted by the Board of Directors and promoted by the Council by following the documented process.
 - iii. Inform and assist in the execution of the Council's strategic plan.
 - iv. Promote membership and encourage Divisions and Sections to promote membership.
 - v. Perform other roles and on subcommittees as determined by the Chair of the Delegates.
 - vi. Submit a full report of its activities at regular meetings of the Board of Directors for ratification.

Section 3.4. Executive Business Issues Forum

- a. **Composition:** The Executive Business Issues Forum (EBIF) is comprised of vice presidents and directors with lead responsibility for Environmental, Health and Safety (EHS) for some of the nation's largest organizations. The network focuses on enterprise-wide challenges and emerging issues in EHS, as well as Social and Governance, creating thought leadership, and delivering networking, benchmarking and educational opportunities for executive safety leaders. The Forum meets twice annually to discuss critical business issues and topics of interest, as well as encourage joint problem-solving and sharing of best practices on health, safety and environmental issues. The Chair of the Board shall appoint a Director to serve on the Executive Business Issues Forum and shall serve as a member of the Advisory Leadership Committee.
- b. **Duties and Responsibilities:** The Chair of the Executive Business Issues Forum shall:
- i. Provide direction, counsel and guidance to Council executive management for the development and dissemination of leading environmental, health and safety practices to achieve the Council's mission, subject to approval by the Board of Directors.
 - ii. Propose policies and position statements to be adopted by the Board of Directors and promoted by the Council by following the documented process.
 - iii. Inform and assist in the execution of the Council's strategic plan.
 - iv. Promote membership.
 - v. Submit a full report of its activities at regular meetings of the Board of Directors for ratification.

Section 3.5. Advisory Leadership Committee

- a. **Composition:** The Advisory Committee shall consist of the following members, all of whom shall be Directors:

Chair of the Campbell Institute Steering Committee
Chapters Board Representative
Chair of the Delegates Committee
Executive Business Issues Forum Board Representative
Chief Executive Officer

A member of the Advisory Leadership Committee will serve on the Executive Committee on an annual rotation in committee name alphabetical order.

- b. **Duties and Responsibilities:** The Advisory Committee shall:
- i. Collaborate and disseminate information, resources and activities among the members of the Advisory Committee.
 - ii. Provide direction, counsel and guidance to the Board of Directors.
 - iii. Submit a full report of its activities at regular meetings of the Board of Directors.

ARTICLE VII. REGIONAL, STATE AND LOCAL SAFETY ORGANIZATIONS

Section 1. Accreditation

The Board of Directors shall determine the requirements for each local safety organization to qualify as a Chapter of the Council. The Board may accredit or charter a local safety organization that satisfies such requirements, or may suspend or withdraw such accreditation or charter if such organization no longer satisfies such requirements. In addition to local offices of the Council, only such accredited or chartered organizations may use the designation "Chapter of the National Safety Council."

ARTICLE VIII. FINANCES

Section 1. General Finances

The Council will comply with all financial powers and requirements established in its Charter, and will comply with all federal, state, and local laws and regulations.

Section 2. Assets Upon Dissolution

The organization may be dissolved by a resolution of the Board of Directors authorization and the subsequent approval by no less than a two-thirds vote of the Council membership.

Upon final dissolution or liquidation of the Council, and after satisfactory discharge of all outstanding obligations and liabilities, assets shall be distributed for one (1) or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. The remaining assets of the Council will be distributed to entities devoted to safety or health and organized and operated exclusively for charitable or educational purposes, with contributions deductible for federal income tax purposes. Contributed funds will be disposed of in a similar manner, unless those funds were subject to restrictions by their donor, in which case the funds will be disposed of in accordance with the directions of the donor.

Section 3. Fiscal Year

The fiscal year of the Council shall begin each year on the first day of July and end on the last day of June in the following calendar year.

ARTICLE IX. INDEMNIFICATION OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS

- a. The Council shall indemnify each Director, Officer and Committee member who was or is a party or is threatened to be made a party to any threatened, pending, settled or otherwise completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Council) by reason of the fact that such person is or was a Director, Officer or Committee member of the Council, or is or was serving at the request of the Council as a director, officer or Committee member of another corporation, partnership, joint venture, trust, or other enterprise or organization, or is or was serving as a fiduciary of an employee pension or welfare benefit plan or trust of the Council, against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in the best interests of the Council and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful; provided, in each case, that such person did not act with gross negligence or engage in intentional misconduct. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner opposed to the best interests of the Council and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.
- b. Any indemnification under paragraph (a) of this Article shall be made by the Council only as authorized in the specific case upon a determination that indemnification of the party to be indemnified is proper in the circumstances because such person has met the applicable standard of conduct set forth in paragraph (a). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding (2) if such a quorum is not obtainable or, even if obtainable but a quorum of disinterested directors so directs, by independent legal counsel in a written opinion or (3) by the members.

- c. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a Director, Officer or Committee member seeking indemnification may be entitled under any other provision of this Constitution and Bylaws, or under any statute, provision in the Council's Charter, agreement, vote of members or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director, Officer or Committee member and shall inure to the benefit of the heirs, executors and administrators of such a person.
- d. The Council shall purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee member, employee or agent of the Council, against any liability asserted against the person or incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Council would have the power to indemnify such a person against such liability under the provisions of this Article.

ARTICLE X. AMENDMENTS TO CONSTITUTION AND BYLAWS

Section 1. Amending Procedures

This Constitution and Bylaws may be amended by the approval of two-thirds of the votes cast by a quorum of five percent (5%) or more of total possible votes by members in accordance with Article III, Section 5. Amendments may be proposed only by resolution of the Board of Directors or by petition of Council members representing no less than one-third of the total possible votes authorized to be cast under Article III and filed with the Corporate Secretary.

Section 2. Review of the Bylaws

The Board of Directors shall periodically review this Constitution and Bylaws. The Chair of the Board may appoint a Special Committee of Directors for this purpose.

ARTICLE XI. PARLIAMENTARY AUTHORITY

"Robert's Rules of Order Newly Revised," or any authorized subsequent revision thereof, shall govern the Council meetings in all cases to which they are applicable and in which they are not inconsistent with the Charter or Constitution and Bylaws.

CERTIFICATION

Lorraine M. Martin, President of the National Safety Council, and Nicholas Smith, Corporate Secretary, certify that the foregoing is a true and correct copy of the Bylaws of the National Safety Council, duly adopted by the initial Board of Directors in May 2021.

Revision Dates: 2009; 2011; 2016; 2021