

HOUSTON COUNCIL OF SAFETY PROFESIONALS

BYLAWS

ARTICLE I

Authority

These Bylaws constitute the code of rules adopted by the Houston Council of Safety Professionals (the "Council") for the regulation and management of its affairs.

ARTICLE II

Purpose

It shall be the objective of the Council to promote cooperative efforts for enhanced safety, service and economy in all phases of highway transportation by commercial vehicles through:

- A. Interchange of ideas and information;
- B. Meetings for discussion and training;
- C. Committee Research;
- D. Development and promotion of safety and personnel standards or codes;
- E. Interaction with enforcement agencies and legislative bodies to provide assistance and input consistent with the organization's purposes;
- F. Any other cooperative undertaking necessary for the accomplishment of the above stated purposes of the organization.

ARTICLE III

Board of Directors

A. Powers

The Board of Directors ("Directors") of the Council is vested with the management of the business and affairs of the Council, subject to the Texas Non-Profit Corporation Act, the Articles of Incorporation, and these Bylaws.

B. Qualifications

Directorships shall not be denied to any person on the bases of race, creed, sex, religion, or national origin. Employees of the Council are ineligible to serve on the Board of Directors.

C. Number of Directors

The Board of Directors will consist of five (5) Directors. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three (3) Directors. Until the first meeting for electing the Directors occurs, the initial Board of Directors shall consist of the persons listed in the Articles of Incorporation as constituting the initial Board.

D. Term of Directors

Directors shall have terms of two (2) years and may serve any number of consecutive terms.

E. Election of Directors

Elections for Directors filling expired terms shall be held at the September meeting each year. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board members whose terms have expired may continue serving until they are re-appointed or until their successors are chosen. Directors shall be elected by a majority of the membership present at the September meeting. At the first Regular Meeting of the Board of Directors held after the September meeting, the Board of Directors will select a Chairman, Vice Chairman and Secretary of the Board. The Chairman shall preside over all Board of Director meetings. The Vice Chairman shall act in the Chairman's absence. The Secretary shall record and keep all minutes of meetings of the Board of Directors. The Secretary shall also be responsible for providing notice of all Board of Directors meetings as provided in these Bylaws.

F. Staggered Terms

There shall be staggered terms of office for Directors so that one-third of the directorships shall be up for election each year (or if the number does not evenly divide by thirds, the board shall be divided as close to thirds as possible). The system for staggered terms of office shall be implemented as follows: At the meeting of the Board of Directors at which these Bylaws are adopted there shall be a drawing in order to determine the initial terms of the Directors. After the drawing, one board member shall have an initial term of one (1) year, two board members shall have terms of two (2) years, and two board members shall have terms of three (3) years. The minutes of this board meeting shall show the results of the drawing.

G. Resignation

Any Director may resign at any time by delivering written notice to the Chairman or Secretary of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

H. Removal

Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Board of Directors Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five (5) days prior to the meeting at which the vote of removal is scheduled to take place.

I. Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

J. Compensation

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Council, as long as a majority of disinterested Board of Directors approve the reimbursement. The Council shall not loan money or property to, or guarantee the obligation of, any Director.

ARTICLE IV
Committees

A. Executive Committee

The President, First Vice President, Second Vice President, Treasurer and Secretary of the Council shall constitute the Executive Committee. The Executive Committee shall have the authority to act on behalf of the Council in between Regular Meetings of the Board of Directors. The Board of Directors must validate the actions of the Executive Committee at its next Regular or Special Board of Directors Meeting. Any such action not so validated will not be legally binding on the Council. The President shall act as chairperson of the Executive Committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

B. Nominating Committee

A nominating committee shall be appointed by the Chairman of the Board of Directors and consist of five (5) past Council Chairmen who will select and nominate the slate of officers for the coming Council year. The immediate past Chairman shall chair the Nominating Committee. The Nominating Committee shall meet at any time prior to the September Council meeting to select the nominees. The Nominating Committee's list of nominees shall be presented at the September meeting for consideration by the members present. The Nominating Committee shall also act during the ensuing year at any time there is a vacancy on the Executive Committee.

C. Special Investigations Committee

The Board of Directors may, as it deems necessary, activate a Special Investigations Committee to investigate allegations of misconduct against a Council Officer. The Special Investigations Committee shall consist of the immediate past Chairman of the Council and two (2) other past Chairman of the Council. This committee shall, as soon as possible, but within at least 30 days, report its findings and recommendations to the Board of Directors for resolution. The Special Investigations Committee must use extreme care to protect the rights and reputation of the Officer under investigation. All communications to or from the Special Investigations Committee shall remain strictly confidential and shall be limited to the Board of Directors.

D. Additional Committees

The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors upon recommendation from the Executive Committee that such committees are deemed necessary to accomplish the stated purposes of the Council. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors upon recommendation from the Executive Committee. The Directors may authorize these committees to exercise any powers, responsibilities and duties consistent with the Articles of Incorporation and these Bylaws.

ARTICLE V
Board Meetings

A. Place of Board Meetings

Regular and Special Meetings of the Board of Directors will be held at _____ or at any other place that the President may designate.

B. Regular and Special Meetings

Regular meetings of the Board of Directors shall be held each month, or more frequently as deemed necessary by the Board of Directors. Special Meetings may be

called by the Chairman or any three (3) Directors. An orientation meeting will be held each year for the new members of the Board of Directors.

C. Notice of Board Meetings

Notice of the date, time and place of Regular Meetings shall be given to each Director by regular mail, telephone (including voice mail), facsimile or e-mail no less than five (5) days prior to the Regular Meeting. Notice of the date, time and place of Special Meetings shall be given to each Director using the same methods, but with no less than three (3) days prior to the Special Meeting, with the exception of Special Meetings held to amend the Articles of Incorporation or Bylaws, for which a thirty (30) day written notice by mail or facsimile shall be required specifying the proposed amendment.

D. Waiver of Notice

Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

E. Quorum

A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board of Directors unless a greater number is required by the Articles of Incorporation or by any provision of these Bylaws.

F. Actions without a Meeting

Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Articles of Incorporation and these Bylaws may be taken without a meeting, if all of the Directors individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

G. Open Meetings

Meetings shall be open to the general public, except when personnel, real estate or litigation matters are being discussed.

H. Proxy Voting Prohibited

Proxy voting is not permitted.

ARTICLE VI
Officers

A. Roster of Officers

The Council shall have a President, First Vice President, Second Vice President, Secretary and Treasurer. The Council may have, at the discretion of the Board of Directors, such other officers as may be appointed by the Directors. One person may hold two or more offices, except those serving as President or Secretary.

B. Election of Officers

All officers shall serve one-year terms. The Nominating Committee's list of nominees for Officer positions shall be presented at the September meeting for consideration by the members present. Candidates for any Council office may be nominated from the floor by any council member present. The Council officers elected by majority vote by the members present shall immediately assume their duties and serve through the September meeting of the following year. Officers may serve consecutive terms without limit.

C. Removal of Officers

Any elected Council Officer may be removed from office for misconduct. Misconduct shall be construed as any action by an Officer that brings discredit or undue hardship to the Council or its objectives. Misconduct may also include actions detrimental to the character or reputation of individual Council members, Officers or Directors as determined by full investigation of the facts. Allegations of misconduct will be reported to the Chairman or Vice Chairman of the Board of Directors, as appropriate. If the matter cannot be speedily resolved, a Special Investigations Committee shall be appointed. The Special Investigations Committee shall, as soon as possible, but at least within thirty (30) days, report its findings and recommendations to the Board of Directors for resolution. If the Special Investigations Committee recommends removal of an Officer based upon its investigation, a two-thirds (2/3) vote of the Board of Directors is required to remove the Officer from office with the Council. The Board of Directors vote is final and binding on the Council as to any removal actions. All communications will remain strictly confidential and shall be limited to the Board of Directors. Extreme care will be taken to protect the rights and reputation of the Officer under investigation.

D. Vacancies

If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical upon recommendation from the Nominating Committee, by majority vote of the Directors present.

E. President

The President will supervise and control the affairs of the Council and shall exercise such supervisory powers as may be given to him/her by the Board of Directors. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all Executive Committee meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order Newly Revised. The President shall serve as an ex-officio member of all Standing Committees, unless otherwise provided by the Board of Directors or these Bylaws. The President shall, in accordance with the requirements of these Bylaws, set the agenda for each meeting of the Executive Committee. The President shall also be responsible for conducting all Regular and Special Meetings of the membership of the Council.

F. First Vice President

The First Vice President shall act in place of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board of Directors or these Bylaws. The First Vice President shall also act as Chairman of the Annual Truck Driving Championship, and may request assistance from other Officers and committees as may be necessary.

G. Second Vice President

The Second Vice President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors. The Second Vice President shall also act as Chairman of the Cooperative Road Patrol Committee, responsible for the coordination and promotion of the Road Patrol in cooperation with the applicable state organization. The Second Vice President shall also be responsible for scheduling guest speakers for monthly Regular Meetings of the Council's membership and shall assist other Officers as directed by the Board of Directors.

H. Secretary

The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by the Bylaws. The Secretary shall attest to and keep the Bylaws and other legal records of the Council, or copies thereof, at the principal office of the Council. The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Executive Committee, and shall keep copies of all minutes at the principal office of the Council. The Secretary shall keep a record of the names and addresses of the Directors, Officers and Members at the principal office of the Council. The Secretary shall, with the approval of the Board of Directors, set up procedures for any elections held by the Council. The Secretary shall keep a record of all votes cast in such elections. The Secretary shall ensure that all records of the Council, minutes of official meetings, and

records of all votes are made available for inspection by any Director, Officer or Member at the principal office of the Council during regular business hours. The Secretary shall see that all notices are duly given in accordance with these Bylaws or as required by law. The Secretary shall see that all books, reports, statements, certificates and other documents and records of the Council are properly kept and filed. In the course of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Alternate shall perform the functions of the Secretary. The Secretary shall also notify all Officers and Members of Regular or Special Meetings.

I. Treasurer

The Treasurer will have charge and custody of all funds of the Council, will oversee and supervise the financial business of the Council, will render reports and accountings to the Directors and members as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board of Directors. The Treasurer and the President shall devise a plan providing for the acceptance and disbursement of all funds of the Council which shall be approved by the Board of Directors. The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings and investment accounts of the Council and deposit all such funds in the name of the Council in such accounts. The Treasurer's signature shall be the authorized signature for all checking, savings and investment accounts of the Council unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors as the authorized signatory for a particular type of disbursement. The Treasurer shall prepare a monthly report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the Council. The Treasurer shall keep all financing records, books and annual reports of the financial activities of the Council at the principal office of the Council and make them available at the request of any Director or member of the public during regular business hours for inspection and copying.

J. Alternate

The Alternate will perform all duties incident to this office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors. The Alternate will attend all Executive Committee meetings. The Alternate shall act as Chairman of the Door Prize Committee. The Alternate will also fill the vacancy of the Secretary or Treasurer in their absence, or fill the position of Secretary or Treasurer upon a vacancy and after approval by the Nominating Committee and Board of Directors.

ARTICLE VII
Members

A. Eligibility

Membership in the Council shall be open to those persons interested in the promotion of the stated purpose of the Council, who are involved, either directly or indirectly, in the transportation of products or passengers by motor vehicle. This shall include those persons who, by vocation or supporting interest, are concerned with providing for a safer transportation system for the citizens of the Houston area, the State of Texas and the United States. Membership in the Council shall not automatically include membership in any state or national councils.

B. Membership Categories

Members in the Council shall be classified into one (1) of three (3) categories as follows:

(1) Member: Persons in motor carrier operations charged with such matters as safety, personnel, inspection and maintenance, investigation and settlement of claims for damage or injury (except so-called "Freight Claims," etc.), manufacturers of equipment, accessories or supplies, safety organization personnel and insurance company safety engineers.

(2) Honorary Member: Persons engaged in safety engineering activities in connection with automotive transportation and Safety Officials of all regulatory government agencies.

(3) Affiliate Member: Persons or organizations who promote general safety associated directly or indirectly with the trucking industry. Persons or organizations may be elected to affiliate membership in the Council by majority vote of the membership present at any regular or special meeting of the Council.

C. Rights of Members

Each Member, Honorary Member and Affiliate Member shall be entitled to one vote on each matter submitted by the Board of Directors to a vote at a Regular or Special Meeting of the membership, except to the extent that the voting rights are limited or denied by the Articles of Incorporation. No member shall be entitled to any dividend or any part of the income of the Council or to share in the distribution of the Council's assets upon dissolution. The Board of Directors has the discretion to decide which, if any, matters shall be submitted to the membership for a vote, except that the following decisions will always be submitted to the membership for a vote: dissolution of the Council; merger or consolidation with another corporation; sale of substantially all the Council's assets; and most amendments to the Council's Articles of Incorporation.

D. Membership Dues

Membership dues shall be determined annually by the Executive Committee, but in any event shall not exceed One Hundred Dollars (\$100.00) and are subject to approval by the membership. Payment of dues will entitle each Member to participate in the Council. Dues are payable on a calendar year basis. There will be no dues paid to the ATA Safety Management Council or the TMTA Safety Management Council. All dues and monies collected by the Council shall be for the support of the programs of the Council. Disbursement of funds shall be directed by the Executive Committee with the consent of the membership in accordance with the Council's annual budget. It shall be the responsibility of the Executive Committee to request the approval of the Board of Directors for other than routine disbursement of funds.

E. How the Membership can Legally Act

The membership may act only at a properly called meeting of the membership where a quorum is present. The members present at any Regular or Special Meeting called to order after proper notice shall constitute a quorum for conducting Council business. At such a meeting, a vote of a majority of the members in attendance shall be an act of the membership, except that a two-thirds (2/3) majority of the members in attendance shall be required for the following: dissolution of the Council; merger or consolidation with another corporation; sale of substantially all the Council's assets; and most amendments to the Council's Articles of Incorporation.

F. Regular Membership Meetings

The membership shall meet at least once a month at a time and place designated by vote of the membership on the recommendation of the Executive Committee, for the purpose of transacting any business that the Board of Directors or Executive Committee may submit to the members. Each Member attending a Regular or Special Meeting of the Council will be responsible for the payment of the Member's meal charge.

G. Notice of Regular Membership Meetings

Written notice of the Regular Membership Meetings shall be given not less than ten (10) calendar days nor more than sixty (60) calendar days before the date that such a meeting is to be held. Such written notice shall be delivered by mail, in person or by facsimile and shall state the place, day and time of the meeting. The Board of Directors, in the alternative, may provide notice through other means such as by posting notice in a conspicuous place at the principal office of the Council, in a newsletter, newspaper, church bulletin or such additional means as the Board of Directors shall deem effective.

H. Special Membership Meetings

Special Membership Meetings may be called at any time by the President, by a majority of the Board of Directors, or on written request of at least ten members.

I. Notice of Special Meetings

Notice of Special Membership Meetings shall be given in the exact same manner as notice for a Regular Membership Meeting as provided for above, except that the notice shall contain the purpose for which the meeting is called.

J. Enrollment of Members

The Board of Directors shall adopt a membership application form. The application form shall require the name, address and telephone number of each applicant. There shall be a space for the Secretary of the Council to sign certifying that the Secretary believes the applicant to be eligible for membership. The applicant becomes a member upon the Secretary's signature of the application form. The Secretary shall keep an up-to-date membership list.

K. Cooperation with TMTA and ATA

Members of the Council shall cooperate with the safety programs of the Texas Motor Transportation Association and the American Trucking Associations, Inc., with TMTA being used as a clearinghouse for correspondence, committee activities, etc.

ARTICLE VIII
Rules of Procedure

All proceedings and business of the Council shall be governed by Robert's Rules of Order Newly Revised unless otherwise provided herein.

ARTICLE IX
Indemnification

A. Insurance

The Council will provide indemnification insurance for its Board of Directors and Officers. The Board shall select the amount and limits of such insurance policy.

B. Indemnification

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Council shall be indemnified by the Council against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein.

C. Limits on Indemnification

Notwithstanding the above, the Council will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Council's best interests. In the case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE X
Operations

A. Execution of Documents

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Council shall be signed and executed by the Chairman and the President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board of Directors. All conveyances of land by deed shall be signed by the President or two other members of the Executive Committee and must be approved by a resolution of the Board of Directors.

B. Disbursement of Funds

Financial transactions which have a value of \$_____ or more shall require majority approval of the Board of Directors or Executive Committee if a majority of the Board of Directors is not immediately available to vote on the transaction. In all other transactions, the President may dispense the funds of the Council in accordance with the annual budget approved by the Board of Directors and the purposes of the Council as set out in the Articles of Incorporation and these Bylaws. Notwithstanding the above, all checks of more than \$_____, disbursing funds from any of the Council's accounts shall require the signatures of at least two of the following: the President, Vice President, Treasurer or Secretary.

Donations and miscellaneous contributions will be subject to the following guidelines:

(1) The Board of Directors will establish a Scholarship Program which will be administered under the guidelines as established by the Board of Directors and will be the only continuing donation program funded by the Council.

(2) Bereavement/Illness expressions may be made by the Council on approval of the Executive Committee and will consist of flowers and cards for Council members or their immediate families.

(3) Requests for contributions to charitable organizations will be submitted in writing to the Executive Committee. Funding will be subject to approval by the membership at any Regular Meeting of the membership after approval by the Board of

Directors upon recommendation by the Executive Committee. In any event, such contributions shall not exceed \$500.00 to any one charity during a calendar year.

C. Records

The Council will keep correct and complete records of account and will also keep minutes of the proceedings of the Board of Directors meetings and Committee meetings. The Council will keep at its principal place of business the original or a copy of its Bylaws, including amendments to date and a membership roster giving the names and addresses of members, certified by the Secretary of the Council.

D. Inspection of Books and Records

All books and records of the Council may be inspected by any Director, Officer or member for any purpose at any reasonable time on written demand.

E. Loans to Management

The Council will make no loans to any of its Directors or Officers.

F. Amendments

The Board of Directors may adopt Articles of Amendment (amending the Articles of Incorporation) by a vote of two-thirds (2/3) of Directors present at a meeting where a quorum is present. To take effect, members must also vote on any Articles of Amendment approved by the Board of Directors, and may adopt the Articles of Amendment by a vote of two-thirds (2/3) of the members present at a meeting where a quorum is present. These Bylaws may be amended at any time by a vote of the majority of Directors at a meeting where a quorum is present and must then be approved by a two-thirds (2/3) vote of the members present at a meeting where a quorum is present.

G. Fiscal Year

The fiscal year for the Council will be the calendar year, January 1 through December 31.

H. Audit

The Council shall have an annual audit to be completed by June 30 of each year for the previous fiscal year.

ARTICLE XI
Safety Professional of the Year

Each and every January, the Council shall pay honor and respect to the memory of Joe Atkinson. The Board of Directors shall adopt guidelines for recognizing one member of the Council as the Safety Professional of the Year. The Safety Professional of the Year shall be selected prior to the January Regular Meeting in accordance with the guidelines adopted by the Board of Directors. At each January meeting, the Chairman of the Board of Directors shall honor the member of the Council selected as Safety Professional of the Year. The Safety Professional of the Year shall be presented a distinctive wall plaque and a gold lapel pin in recognition of this honor.

ARTICLE XII
Approval of Bylaws

Be it known that these Bylaws have been adopted by the Board of Directors by a two-thirds (2/3) vote as evidenced by such Directors signatures below. Additionally, be it known that these Bylaws were approved by a two-thirds (2/3) vote of the membership of the Council at its Regular Meeting held on _____, as evidenced by the signature of the President and Secretary below.

Affirmed this ____ day of _____, 200__: