

# **IDAHO OPERATION LIFESAVER, INC.**

# **BYLAWS**

**IDAHO OPERATION LIFESAVER, INC.  
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**Revised March 7, 2013**

# Idaho Operation Lifesaver, Inc.

## Bylaws

### ARTICLE I

#### Name, Purpose and Goal

- Section 1.1:** NAME. The name of the Corporation is Idaho Operation Lifesaver, Inc.
- Section 1.2:** PURPOSE. The purpose of the Corporation is to increase public awareness of the potential dangers that exist at highway/rail grade crossings, railroad rights-of-way and around trains in general throughout the State. The Corporation is organized as a Private Foundation exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.
- Section 1.3:** GOAL. The Corporation's goal is to eliminate injuries and fatalities to motorists, pedestrians and train crews through the use of the three "E's." e.g.  
**Education** – Educate the general public about trains and provide safety emphasis and awareness through training, public information campaigns and exhibits.  
**Engineering** – Work with governmental entities, businesses and railroads to improve highway/rail intersections.  
**Enforcement** – Work with law enforcement agencies and railroads to enforce traffic laws pertaining to highway/rail grade crossings.

### ARTICLE II

#### Office

- Section 2.1:** REGISTERED OFFICE AND AGENT. The Corporation will maintain a registered office and will have a registered agent in Pocatello, Idaho.

### ARTICLE III

#### Membership

- Section 3.1:** MEMBERSHIP. The general membership of the organization will consist of the Board of Directors, State Coordinator and all volunteers to Idaho Operation Lifesaver, Inc., e.g., Regional Coordinators, Area Coordinators, Presenters and others who volunteer their time, services and resources for the benefit of the Corporation.
- Section 3.2:** ANNUAL MEETING. The annual meeting will be held in November at a time and location to be determined by the Board. Those members desiring to attend the annual meeting must notify the State Coordinator of their intention to do so, no later than the last day of September.
- Section 3.3:** MEMBERSHIP ROSTER. The Corporation shall keep a current roster of membership names

**Section 3.4:** MEMBER-AT-LARGE. A Member-at-Large will serve on the Board of Directors and represent the citizens of the state. Candidates, for member-at-large, may be presented to the Board of Director’s Nominating Subcommittee for consideration. The Member-at-Large will be elected by the Board of Directors for a two (2) year term, but is eligible to serve unlimited successive terms.

## **ARTICLE IV**

### **Board of Directors**

**Section 4.1:** GENERAL POWERS. The affairs of the Corporation will be managed by the Board of Directors, as expressly conferred upon it by these bylaws.

**Section 4.2:** MEMBERS OF THE BOARD OF DIRECTORS. The Board of Directors is comprised of one representative from each of the following sponsors: Idaho Public Utilities Commission, Idaho Transportation Department, Idaho Department of Education, Idaho State Police, Idaho Sheriff’s Association, Idaho Police Chief’s Association, short line railroads, Union Pacific Railroad, Burlington Northern Santa Fe Railroad, rail unions, and member at-large. These representatives serve at the pleasure of their respective organizations and share in the mission and purpose of the Corporation.

**Section 4.3:** NUMBER OF BOARD OF DIRECTORS. There will be a minimum of five (5) and a maximum of fifteen (15) Board of Directors members at all times.

**Section 4.4:** OFFICES. Officers shall consist of a Board of Directors Chairman, Vice-Chairman, Secretary and Treasurer. Elections will be held every two years at the annual meeting of the Board of Directors.

**Section 4.5:** MEETINGS OF THE BOARD OF DIRECTORS. Only appointed representatives or their official designee in the absence of the appointed member to the Board of Directors may vote at Board of Directors meetings. The Board of Directors will meet, at a location, date and time designated by the Chairman. The final Board of Directors meeting of the year will be held in concert with the annual meeting. In the event additional meetings are required, the State Coordinator, at the direction of the Chairman will make the arrangements and notify the members of the Board of Directors five (5) working days prior to the meeting by mail, e-mail or facsimile.

**Section 4.6:** QUORUM. For voting purposes, at least fifty (50) per cent of the Board of Directors must be present to constitute a quorum.

**Section 4.7:** ATTENDANCE AT BOARD OF DIRECTOR’S MEETINGS. Failure to attend three consecutive Board of Directors meetings or to be represented by an alternate may result in a written notice to the sponsoring organization and the subsequent replacement of their representative.

**Section 4.8:** VACANCIES. Any Officer, the member at-large or State Coordinator vacancy arising for any cause may be filled for the unexpired term by affirmative vote of a majority of the Board of Directors members present at a meeting. Other vacancies will be filled by appointment of their sponsoring organization.

**Section 4.9:** COMPENSATION. Members of the Board of Directors will not receive any monetary compensation for their services.

## ARTICLE V

### Officers

- Section 5.1:** CHAIRMAN. The Chairman of the Board of Directors will preside and conduct the business of the Board of Director's meetings. The Chairman will perform all other duties attendant to the office.
- Section 5.2:** VICE-CHAIRMAN. The Vice-Chairman will preside and conduct Board of Director's meetings in the absence of or request of the Chairman. The Vice-Chairman will perform all other duties attendant to the office and those duties assigned by the Chairman.
- Section 5.3:** SECRETARY. The secretary will be responsible for taking and recording the minutes of all meetings, providing copies of those minutes to all members of the Board of Directors and informing them of upcoming meetings and events. Assist the State Coordinator with the timely submission of the yearly report to the Idaho Secretary of States office.
- Section 5.4:** TREASURER. The Treasurer will keep the financial records of the organization; handle accounts receivable and accounts payable. Will prepare and present regular financial reports to the Board of Directors. The Treasurer will ascertain that proper procedures are being followed in the financial affairs of the Corporation. Assist the State Coordinator with the timely submission of the CPA prepared IRS tax returns.
- Section 5.5:** REMOVAL FROM OFFICE. Should it become necessary to remove an officer before their term has expired, it will require a two thirds (2/3) majority vote of the Board of Directors.

## SECTION VI

### State Coordinator

- Section 6.1:** STATE COORDINATOR. A State Coordinator shall be elected by the Board of Directors for a two (2) year term, but is eligible to serve unlimited successive terms.
- Section 6.2:** OFFICIAL REPRESENTATIVE. The State Coordinator will serve as the official representative of the Idaho Operation Lifesaver, Inc. at all meetings.
- Section 6.3:** OFFICIAL SPOKESPERSON. The State Coordinator will serve as the official spokesperson for the Idaho Operation Lifesaver program. The State Coordinator may appoint other Spokespersons as needed. Only those appointed by the State Coordinator will be entitled to speak on behalf of Idaho Operation Lifesaver, Inc.
- Section 6.4:** DUTIES. The State Coordinator is responsible for the day-to-day operations of the Idaho Operation Lifesaver, Inc. program. Duties include, but are not limited to: 1) Assist in establishing the annual goals, objectives and plans. 2) In Conjunction with the Treasurer, develop, present and manage the annual budget. 3) Prepare and present the Annual Report 4) Recruit and appoint Operation Lifesaver presenters, arrange for their training and certification with Operation Lifesaver, Inc. 5) Appoint Area Coordinators and Regional Coordinators as needed to assist with the routine operations of the program. 6) Develop Operations Policies that set out the role and responsibilities of the volunteer staff, e.g., Presenters, Area Coordinators and Regional Coordinators. 7) Schedule presentations, activities and events with the assistance of Area Coordinators. 8) Oversee the equipment,

ordering and distribution of training/exhibit materials. 10) Oversee exhibits, parades, media coverage, public service campaigns and press releases. 11) Coordinate and file the timely reporting of CPA prepared IRS tax returns. 12) Oversee the submission of the yearly report to the Idaho Secretary of States office. 13) Compile and submit activity reports. 14) Other duties assigned by the board of directors.

## **SECTION VII**

### **Committees**

- Section 7.1:** SPECIAL COMMITTEES. Special Committees and chairs, including ad hoc committees and task forces, may be appointed by the State Coordinator as deemed necessary for the effective operation of the program.
- Section 7.2:** SUBCOMMITTEES. Subcommittees of the Board of Directors and chairs, including auditing, bylaws, nominating and ad hoc may be appointed by the Chairman.
- Section 7.3:** NOMINATING SUBCOMMITTEE. A three member nominating subcommittee, from the Board of Directors, shall be appointed by the Chairman but subject to the approval of the Board of Directors. They will meet and select a slate of candidates for elected offices, State Coordinator and Member-at-Large. The slate of nominees will be presented to the Board of Directors for consideration no later than the summer meeting prior to the expiration of their terms.

## **SECTION VIII**

### **Financial and Legal**

- Section 8.1:** ANNUAL BUDGET. The annual budget will be developed by the State Coordinator in conjunction with the Treasurer and approved by the Board of Directors. Railroad contributions, grants and in-kind contributions will be solicited from members and others to augment budgetary needs.
- Section 8.2:** BANK ACCOUNT. The State Coordinator shall be authorized to open and maintain a bank account for the Corporation. At least two officers, in addition to the State Coordinator, shall be authorized to transact on this account.
- Section 8.3:** FISCAL YEAR. The fiscal year of the Corporation shall begin January 1 and end December 31.
- Section 8.4:** ACCOUNTABILITY. The books and records of the Corporation shall be maintained by the State Coordinator and subject to review.
- Section 8.5:** AUDIT OF BANK ACCOUNT AND FINANCIAL REPORTS. The Audit Committee will audit the bank account and financial reports at the close of the fiscal year and submit a report to the Board of Directors at their first regular meeting of the following year.
- Section 8.6:** SPECIAL AUDIT. A special audit by the Audit Committee will be done whenever the State Coordinator resigns that position or is not reappointed.
- Section 8.7:** DISSOLUTION. In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all just debts and liabilities of the

Corporation, dispose of the remaining assets of the Corporation exclusively to an organization whose purposes are similar to those of this Corporation, and that have an Internal Revenue Service determination or ruling of exemption under Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or comparable provisions of federal statutes then in effect.

## **ARTICLE IX**

### **Parliamentary Authority**

**Section 9.1:** PARLIAMENTARY AUTHORITY. At all meetings of the Board of Directors, the rules contained in the current edition of Robert's Rules of Order Newly Revised will govern, provided they are not inconsistent with these bylaws and any special rules of order this Corporation may adopt.

## **ARTICLE X**

### **Amendments**

**Section 10.1:** AMENDMENTS. These bylaws may be altered, amended or repealed and additional bylaws adopted by the affirmative vote of a majority of the Board of Directors present at the annual meeting or any regular meeting at which a quorum is present, provided that notice of the amendment(s) or addition(s) have been given to each member of the Board of Directors at least five (5) days prior to meeting where they will be voted upon.

**Created 1992**

**Revised May 10, 2001**

Revised May 9, 2002-Article IV, Section 4.2 per Board action Federal Railroad Administration added to Board.

Revised May 4, 2006

Revised March 7, 2013