

**Bylaws of the
Midwest Center for Traffic Safety**
Approved September 16, 2025



ARTICLE I. NAME OF ORGANIZATION

The corporation is the *Midwest Center for Traffic Safety*.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

Our non-profit mission is to unite and mobilize midwestern states to eliminate motor vehicle crash fatalities and reduce serious injuries through a comprehensive approach known as the Safe System Approach. The Safe System Approach focuses on five areas:

- (1) increasing safety among all road users;
- (2) planning, building, and maintaining safe roads and related infrastructure, including public transit;
- (3) encouraging the design, manufacture, and development of safe vehicles;
- (4) promoting safe speeds and safe speed settings; and
- (5) improving post-crash care for victims and first responders.

Our Goals include, but are not limited to:

- To increase public awareness of the impact of traffic crashes in the Midwest, the factors that contribute to such crashes, and actions we all take to prevent such crashes.
- To provide education, training, and technical assistance to stakeholders on traffic safety in the Midwest.
- To develop and promote strategies, through partnerships with federal, state, local, and tribal governments and non-governmental entities, to eliminate death and severe injuries on Midwest roads.
- To share resources and collaborate with others to improve traffic safety in the Midwest and throughout the United States.

ARTICLE III. MEMBERSHIP

Membership is available to all individuals engaged in various aspects of traffic law, including but not limited to enforcement, public education, advocacy for safe driving, and the prosecution of violations. Members include law enforcement officers and advocates committed to improving road safety and promoting adherence to traffic regulations.

Section 1. Eligibility for Membership

Membership is obtained by applying and explicitly agreeing to the terms and conditions, which include a firm commitment to uphold the organization's mission and goals. The applicant's application will be reviewed to determine whether the applicant or organization is in line with the mission and goals of the Midwest Center for Traffic Safety.

Section 2. Annual Dues

The amount required for annual dues will differ depending on the member type and is determined by a board of directors vote.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated by a majority vote of the board of directors. No refund of dues will be given.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers

Its Board of Directors shall manage the affairs of the Corporation. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time to time by the Directors but shall consist of no less than three (3) nor more than nine (9), including the following officers: the President, the Vice President, the Secretary, and the Treasurer. The Board shall consist of no more than eight (8) active law enforcement officers and one (1) attorney involved in prosecuting traffic laws.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors are duly elected and qualified. A majority vote of the current board members present and voting must approve all members of the Board of Directors and Advisory Council. No vote on new members of the Board of Directors or Advisory Council shall be held unless a quorum of the Board of Directors is present, as provided in Section 6 of this Article.

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall hold office for up to a three-year term as submitted by the nominations committee. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire. A board member may serve an indefinite number of terms.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the month of the President's choosing. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors at least thirty (30) days before the meeting date.

Annual meetings may also be held digitally, such as through Zoom.

Section 6. Quorum

The presence, in person, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business. Still, a lesser number shall be able to adjourn to a specified later date without notice. A majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a more significant number is required by law or by these by-laws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as outlined in Section 2 of this Article by September 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Compensation

Members of the Board of Directors shall not receive compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and sound business judgment when

discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions. Each Director shall execute a confidentiality agreement upon being voted onto and accepting appointment to the Board of Directors.

Section 12. Advisory Council

An Advisory Council may be created whose members shall be elected by the Board of Directors annually but shall have no duties, voting privileges, or obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and sign a confidentiality agreement consistent with being voted on and accepting an appointment with the Advisory Council.

Section 13. Parliamentary Procedure

The President will determine any questions concerning parliamentary procedure at meetings by referring to Robert's Rules of Order.

Section 14. Removal.

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by a vote of three-quarters (3/4) of the members of the Board of Directors if, in their judgment, the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days before the proposed action. An officer removed as a member of the Board of Directors shall automatically be removed from office. Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board according to Section 7 of this Article and are not entitled to the removal procedure outlined in Section 14. Any items such as Financial instruments, computer equipment, or materials provided by the organization for use by Board members must be returned.

ARTICLE VI. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary, and Treasurer. All Officers must be active members of the Board.

Section 1. President

The President shall preside at all membership meetings. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Committee.
- b. He/She shall have general and active management of the business of this Advisory Board.
- c. He/She shall see that all orders and resolutions of the Advisory Board are brought to the Advisory Board.
- d. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are appropriately performed.
- e. He/She shall submit a report of the operations of the program for the fiscal year to the Advisory Board and members at their annual meetings, and from time to time, shall Report to the Board on all matters that may affect this program.
- f. He/She shall be an ex officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all of the President's duties during the latter's absence. The Vice-President's duties are:

- a. He/She shall have the duty of chairing their respective committee and such other duties as may, from time to time, be determined by the Advisory Board.

Section 3. Secretary

The Secretary shall attend all meetings of the Advisory Board, the Executive Committee, and all meetings of members, assisted by a staff member, and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She, in concert with the President, shall make arrangements for all meetings of the Advisory Board, including the organization's annual meeting.
- b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Advisory Board and take reservations for the meetings.
- c. He/She shall perform all official correspondence from the Advisory Board as prescribed by the Advisory Board or the President.

Section 4. Treasurer

The Treasurer's duties shall be:

- A. He/she shall submit to the Finance and Fund Development Committee for approval all expenditures of funds raised by the Advisory Board, proposed capital expenditures (equipment and furniture), and by the staff of the agency.
- B. He/She shall present a complete and accurate report of the finances the Midwest Center for Traffic Safety raised.
- C. The treasurer must assist in direct audits of program funds according to funding source guidelines and generally accepted accounting principles.
- D. He/She shall perform such other duties as may be prescribed by the Advisory Board, the President, under whose supervision he/she shall be.

Section 5. Election of Officers

The Nominating Committee shall submit the names of those persons for the respective offices of the Advisory Board at the meeting before the annual meeting. Nominations shall also be received from the floor after the Nominating Committee report. The election shall be held at the annual meeting of the Advisory Board. Those officers elected shall serve a term of three (3) years commencing immediately following the annual meeting.

Section 6. Removal of Officer

The Advisory Board, with the concurrence of 3/4 of the members voting at the meeting, may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard, and notice of such motion of expulsion shall be given to the member in writing twenty (20) days before the meeting at which the motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7. Vacancies

The Nominating Committee shall also be responsible for nominating persons to fill vacancies between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Advisory Board at least two (2) weeks before the next meeting at which the election will be held. The elected persons shall hold membership or office for the unexpired term regarding such vacancy.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The board may create necessary committees, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

Section 2. Executive Committee

The four officers serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the entire board.

ARTICLE VIII. CORPORATE STAFF

Section 1: Executive Director

The Board of Directors shall hire an Executive Director and an Associate Director, who shall serve at the Board's discretion.

The Executive Director serves as the key management leader of the Midwest Center for Traffic Safety, DBA Midwest Center for Traffic Safety. This individual is responsible for overseeing the organization's consistent achievement of its mission and financial objectives. The following outlines the primary responsibilities and duties associated with the role:

1. Leadership and Strategy:

- Provide visionary leadership in alignment with the organization's mission and goals, ensuring that all operations and programs support the overall mission.
- Develop and implement strategic plans that guide the organization's future direction and activities.

2. Management and Operations:

- Oversee the organization's day-to-day operations, ensuring that all programs and services are delivered effectively and efficiently.
- To build a skilled and motivated team and manage staff performance, including recruitment, training, and evaluation.

3. Board Relations:

- Serve as the primary liaison between the Board of Directors and the organization, ensuring effective communication and reporting.
- Assist in recruiting and orienting new board members and facilitate board meetings and activities.

4. Fiscal Responsibility:

- Develop and manage the annual budget with the Board, ensuring financial sustainability and accountability.
- Oversee financial procedures, including accounting, reporting, and audits, and ensure compliance with all applicable regulations and standards.

5. Program Development and Evaluation:

- Lead the development, implementation, and evaluation of programs aligned with the Safe System Approach and the organization's strategic goals.
- Ensure that programs are responsive to community needs and are focused on reducing motor vehicle fatalities and serious injuries in the Midwest.

6. Fundraising and Marketing:

- Identify funding opportunities and lead efforts to secure resources through grants, partnerships, and sponsorships.
- Promote the organization's work and mission through various marketing and communication channels to enhance public awareness and stakeholder engagement.

7. Community Engagement:

- Build and maintain relationships with stakeholders, including government agencies, community organizations, and the public, to promote traffic safety and enhance collaborative efforts.
- Actively participate in relevant local, state, and national discussions related to traffic safety to position the organization as a leader in the field.

8. Advocacy:

- Advocate for policies and initiatives that support traffic safety and the organization's mission at various levels of government.
- Stay informed about trends and developments in traffic safety and public policy to address emerging issues effectively.

By fulfilling these responsibilities, the Executive Director plays a crucial role in advancing the mission of the Midwest Center for Traffic Safety and ensuring the safety and well-being of road users throughout the Midwest.

No officer, Executive Committee member, or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees. The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any Board of Directors or Advisory Council member. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote. He shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board of Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

Section 2: Associate Director

The Associate Director shall assist the Director in the overall management and operations of the organization. Specific responsibilities may include, but are not limited to:

1. Supporting Leadership: Collaborate with the Director in setting organizational goals and strategies, ensuring alignment with the mission and vision of the organization.

2. Program Development: Aid in creating, implementing, and evaluating various programs and initiatives to improve traffic safety and fulfill the organization's objectives.
3. Member Engagement: Actively engage with members, providing support and resources to enhance their involvement in the organization's activities and initiatives.
4. Coordination of Events: Plan meetings, events, and training sessions to promote traffic safety awareness and education for stakeholders and the community.
5. Administrative Support: Help maintain records, documentation, and communication related to the Board of Directors and the organization's activities.
6. Financial Oversight: Support the Treasurer in monitoring and managing the organization's finances, including budget preparation and financial reporting.
7. Representation: As delegated by the director, represent the organization at meetings and events to advocate for the organization's mission and build partnerships with external entities.
8. Research and Analysis: Research traffic safety issues, trends, and best practices, providing data and insights to inform policy recommendations and strategic planning.
9. Collaboration: Work with other staff members, stakeholders, and community partners to leverage resources and share information that promotes traffic safety efforts.
10. Substitute Leadership: In the director's absence, substitute leadership assumes the director's duties and responsibilities, ensuring continuity in leadership and decision-making. These duties can be adjusted and expanded based on the organization's needs and the specific structure of the Board of Directors.

Section 3: Program Coordinator, two (2) positions, Illinois Truck Enforcement Association Program, and Midwest Center for Traffic Safety Program

The Program Coordinator at the Midwest Center for Traffic Safety plays a vital role in planning, implementing, and evaluating traffic safety programs aimed at reducing motor vehicle injuries and fatalities across the Midwest region. This position supports the organization's mission by coordinating education, outreach, advocacy, and research initiatives focused on safe systems and evidence-based strategies.

1. Design and develop traffic safety programs aligned with the organization's goals, such as impaired driving prevention, pedestrian and bicycle safety, seat belt use, and teen driver education.

2. Incorporate the **Safe Systems Approach** to program planning, ensuring a comprehensive framework that addresses roadway design, vehicle safety, speed management, and equitable access.
3. Organize and oversee program logistics, including scheduling, materials, venue coordination (for in-person events), or platform selection (for virtual programs).
4. Collaborate with law enforcement, schools, local governments, community groups, and healthcare partners to implement traffic safety initiatives.
5. Ensure programs comply with grant requirements and nonprofit accountability standards.
6. Lead community engagement efforts, including public presentations, workshops, and media campaigns.
7. Build relationships with stakeholders, including state DOTs, tribal agencies, nonprofit coalitions, and vulnerable road user communities.
8. Promote inclusivity and cultural competence in all outreach activities.
9. Track program outcomes and metrics to assess effectiveness, including behavior change, knowledge gains, or community impact.
10. Use evaluation data to write reports, improve programs, and inform future initiatives.
11. Assist in preparing data-driven reports for funders and board members.
12. Assist in grant writing, reporting, and documentation for federal, state, and private funders.
13. Monitor program budgets in coordination with the finance team and ensure fiscal responsibility.

Section 4: Impaired Driving Enforcement Education Coordinator

1. Provide training to police officers, prosecutors, and others on electronic DUI search warrants, detecting and recognizing alcohol and drug impairment, specialized DUI court, and other applicable training as requested.

2. Work closely with the Illinois DRE/Phlebotomy coordinator to support and promote the Illinois Law Enforcement Phlebotomy Program (ILEPP) and assist in organizing the annual Midwest Impaired Driving Conference.
3. Promote the expansion of DUI Courts in Illinois by directly interacting with Illinois judges, court administrators, and probation officials.
4. Provide effective liaison with local agencies and other State and Federal government departments to advise IDOT on prosecutorial, law enforcement, judicial, and criminal justice issues. As part of this, maintain knowledge of laws and policies specific to DUI and drug-impaired driving.
5. Provide information, education, and technical assistance to law enforcement officers and prosecuting attorneys to effectively investigate and prosecute impaired drivers and related traffic safety matters. Work with victim advocacy groups in Illinois, reaching out for information. This includes reviewing and summarizing new Federal and State legislation, NHTSA rules and regulations, court opinions, and opinions for IDOT to determine the effect on traffic safety issues and federal highway safety funding.
6. Promote the increased use of “No-Refusal” DUI Search Warrant programs by conducting training sessions throughout Illinois with prosecutors, law enforcement, judges, and other necessary personnel and acting as a resource for those already undertaking this program.
7. Work closely with the Illinois Law Enforcement Training and Standards Board and the Illinois Standard Field Sobriety Testing/Drug Recognition Expert Coordinator on prominent alcohol and drug-impaired driving issues and offer counsel to IDOT.
8. Develop and maintain impaired driving resources for distribution to all prosecuting attorneys’ offices to provide guidelines for the successful prosecution of DUI cases, which includes maintaining the Illinois Impaired Driving forum.
9. Prepare program status and accountability reports.
10. Other duties as assigned.

ARTICLE IX. – Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace applicable state and federal laws governing conflicts of interest relevant to nonprofit and charitable organizations.

Section 2: Definitions

a. Interested Person

Any director, principal officer, or committee member with a governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration and gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person with a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be allowed to disclose all material facts to the directors and members of committees with the governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while determining a

conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and allow the member to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board-delegated powers shall contain the following:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest existed.
- b. The names of the persons who were present for discussions and votes relating to the

transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters about that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on the issues of that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement that affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy
- d. Understands the Organization is charitable and must engage primarily in activities that accomplish one or more tax-exempt purposes to maintain its federal tax exemption.

Section 7. Periodic Reviews

To ensure the Organization operates consistently with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8. Use of Outside Experts When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Illinois, the corporation shall indemnify any director, officer, employee, agent, or former member, director, officer, employee, or agent of the corporation or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party because of being or having been such member, director, officer, employee or agent, except about matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The preceding indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, the corporation may pay suit or proceeding in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. BOOKS AND RECORDS

Section 1.

The corporation shall keep complete books and records of account and minutes of the Proceedings of the Board of Directors.

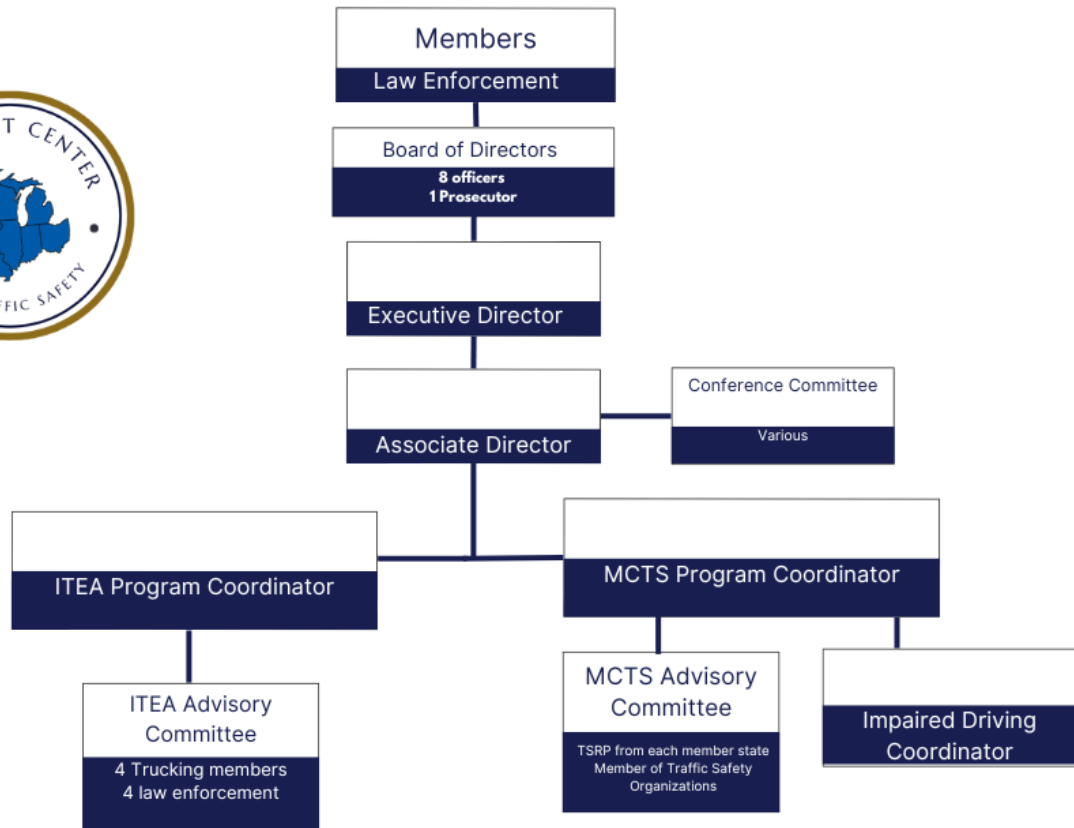
ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors provided specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail, or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments to the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Within the time and manner provided for giving notice of directors' meetings, each director shall receive written notice setting forth the proposed amendment or summary of the changes to be effected.



Organizational Chart

ADOPTION OF BYLAWS

We, the undersigned, are all of this corporation's directors or incorporators, and we consent to, and hereby do, adopt the preceding Bylaws, consisting of the 20 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this **_16th_** day of **_September_____**, **2025_**.

Matthew Melvin

Matthew Melvin
President - Midwest Center for Traffic Safety

Thomas Brengel

Thomas Brengel

ATTEST: Secretary - Midwest Center for Traffic Safety

Audit trail

Details

FILE NAME MCTS Bylaws Final - 9/22/25, 8:02 AM

STATUS ● Signed

STATUS TIMESTAMP 2025/09/26 00:23:57 UTC

Activity



SENT

mfisher@illinoistruckcops.com **sent** a signature request to:

- Matthew Melvin (mmelvin@illinoistruckcops.com)
- Thomas Brengel (tbrengel@midwesttrafficsafety.org)

2025/09/22 13:02:51 UTC



SIGNED

Signed by Matthew Melvin (mmelvin@illinoistruckcops.com)

2025/09/22 22:48:15 UTC



SIGNED

Signed by Thomas Brengel (tbrengel@midwesttrafficsafety.org)

2025/09/26 00:23:57 UTC



COMPLETED

This document has been signed by all signers and is **complete**

2025/09/26 00:23:57 UTC

The email address indicated above for each signer may be associated with a Google account, and may either be the primary email address or secondary email address associated with that account.