

# BYLAWS

## INTERNATIONAL ASSOCIATION OF EMERGENCY MANAGERS

### ARTICLE I – NAME AND ORGANIZATION

#### **Section 1. Incorporation**

The International Association of Emergency Managers (“IAEM” or the “Association”) is a non-profit organization incorporated by and under the laws of the State of Ohio, USA.

#### **Section 2. Members**

The Association shall consist of individuals professionally engaged or interested in the promotion of emergency management and its allied fields.

#### **Section 3. Organization**

The Association shall be the international governing body of Councils established pursuant to these Bylaws and shall provide the leadership, organizational structure, and administrative management of all facets of the international emergency management profession.

#### **Section 4. Fiscal Year**

The Fiscal Year of the Association is June 1 to May 31.

### ARTICLE II - VISION AND MISSION

#### **Section 1. Vision**

That IAEM be recognized as the premier international organization of emergency management professionals.

#### **Section 2. Mission**

The mission of IAEM is to advance the profession by promoting the principles of emergency management; to serve its members by providing information, networking and professional development opportunities; and to advance the emergency management profession.

### ARTICLE III – MEMBERSHIP AND DUES

#### **Section 1. Eligibility**

Any person who meets the criteria of a membership class under Section 2 and who is supportive of the Association purposes is eligible for membership.

#### **Section 2. Classification of Membership**

##### A. Individual Member

Individual membership is available as an individual professionally engaged or interested in the promotion of emergency management and its allied fields. Councils may create subcategories of this classification.

##### B. Affiliate Member

Affiliate membership is available to any organization/party which provides products, services or other

resources which support IAEM and its members.

C. Honorary Member

Councils may award Honorary membership by a majority vote of their Board of Directors for outstanding contributions towards the advancement of Emergency Management.

D. Life Member

Life membership shall be accorded to Past Presidents of the association when they are no longer associated with an emergency management function in a capacity which would make them eligible for Individual membership. Individual members who have been members in good standing for 15 years as defined in the Administrative Policies and Procedures and who are likewise retired are also accorded Life membership.

E. Student Member

Student membership is available for up to six years to anyone enrolled in a post-secondary institution, studying emergency management or a related field. Proof of current enrolment may be required by IAEM staff. Students are members of both the Student Council and the council in which they reside. Each geographic council may define a process for granting exceptions to the six-year limitation due to extenuating circumstances.

**Section 3. Dues**

Dues shall be established from time to time by the Board of Directors in a manner identified in the Administrative Policies and Procedures and at a level sufficient to cover the Association's operating and administrative costs.

- A. Association membership dues, including membership dues in excess of the Association's due that have been established by the Association's Councils under paragraph D below, are to be paid to the Association. The Association will distribute that portion of membership dues representing the Councils' due directly to the Councils.
- B. The term of membership for which dues are paid is October 1 through September 30.
- C. Dues include the base amount established by the IAEM Board of Directors to sustain Association operations. Councils determine an additional amount above the base rate needed to cover the costs of their own activities on their members' behalf.
- D. Dues and fees shall be paid by September 30 of each year and thereafter will be considered delinquent. Members whose dues are delinquent for a period of 30 days and who have not made arrangements with the Association to extend the payment deadline with good cause, shall forfeit membership.

**ARTICLE IV - OFFICERS**

**Section 1. Directors**

Directors of the Association are appointed to the IAEM Board by their Councils in accordance with their Administrative Policies and Procedures. Directors must have held an elected position within the Association.

**Section 2. Officers**

Officers of the Association are determined by the Board of Directors from among the Directors and consist of the Chairman of the Board<sup>1</sup>, Business Director, Membership & Marketing Director, Communications Director and Professional Standards Director. The Chief Executive Officer serves as a

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<sup>1</sup> The term "chairman" is not intended to be gender-specific.

non-voting officer of the Association.

## **Section 2. Duties**

All officers perform their duties in strict compliance with these bylaws and the Association's Administrative Policies and Procedures.

A. The Chairman of the Board shall lead the Association's Board of Directors in a manner that best advances the interest of IAEM and its international membership. Among the Chairman of the Board's duties are: presiding at meetings of the IAEM Board of Directors; authorizing expenditures within budget appropriations approved by the IAEM Board for international development or allocation to Councils; managing the completion of identified Board Actions and performing such other duties as required and provided for in the Administrative Policies and Procedures.

B. Once appointed the Chairman of the Board shall, with fellow Board members, make the following appointments within the Board:

- a. Business Director (BD)
- b. Membership & Marketing Director (MMD)
- c. Communications Director (CD)
- d. Professional Standards Director (PSD)

C. The Business Director (BD) shall work with the IAEM Chief Executive Officer (CEO) and headquarters staff to manage the global financial aspects of the Association's activities. The BD will be the IAEM Board's liaison to Council Treasurers and the Association's Governance Working Group.

D. The Membership and Marketing Director (MMD) shall work with the IAEM CEO and headquarters staff to manage the membership aspects of the association's activities. The MMD will be the liaison to the Councils' Membership and Marketing Committees.

E. The Communications Director (CD) shall work with the CEO and headquarters staff to coordinate the global communications of the Association. The CD will manage the representation of IAEM as an international association and will oversee the activities of IAEM HQ to publicise and represent IAEM. The CD will be the liaison to the Association's Communications Work Group which oversees the publication of the IAEM Bulletin and Web site.

F. The Professional Standards Director (PSD) shall work with the IAEM CEO and headquarters staff to coordinate all aspects of the Association's Professional Standards Programme. This Directorial responsibility will include representation of the CEM® Commission and Scholarship Commission on the Board. The PSD will oversee all IAEM's interaction with international standards bodies. The PSD will also be the lead officer with regard to disciplinary issues that may arise.

## **Section 3. Selection of Officers**

The officers shall be selected as follows:

- A. The Board of Directors will select from its membership a Chairman.
- B. Upon election of a new Chairman the leadership positions of Business Director, Membership and Marketing Director, Communications Director and Professional Standards Director shall be agreed by the Board of Directors.

## **Section 4. Term**

The term of office for officers shall be one year. The term shall commence immediately following their selection at the first Board Meeting of each calendar year.

## **Section 5. Officer Vacancy**

- A. If a vacancy occurs in the office of Chairman of the Board, then the Board of Directors will meet at the earliest opportunity to select a new Chairman of the Board. Until this occurs the Business Director serves as the Chairman.

- B. If a vacancy occurs in the any of the other officer positions then the Chairman of the Board shall facilitate the appointment of a new holder of the vacant leadership position.

## **ARTICLE V - BOARD OF DIRECTORS**

### **Section 1. Board of Directors**

The Directors of the Association shall be:

- A. One individual from each Council, appointed by that Council pursuant to the Council's bylaws;
- B. One additional individual from each Council for each increment of 500 Individual members of the Association from that Council's geographic region, provided however that the maximum number of directors from a single Council shall not exceed four (4) with the exception of the student council which may have only one Director.

### **Section 2. Duties**

The Board of Directors shall act as liaisons between the Association, the Councils, and members of the Association. The Board shall supervise, control, and direct the affairs of the Association; determine the Association's Administrative Policies and Procedures within the limits of the Bylaws; actively pursue the Association's purposes; and have discretion in the disbursement of the Association's funds. The Board of Directors may adopt rules for the conduct of its business and may appoint such agents as it considers necessary.

### **Section 3. Qualifications of Directors**

To be appointed by a Council to the Board of Directors, a director shall meet the following requirements:

- A. Have been an Individual member for a minimum of two consecutive years prior to seeking office.
- B. Served as a council or regional officer, committee chair, or been an active committee member for two consecutive years.
- C. Must be appointed consistent with their Council bylaws.
- D. These requirements do not apply to the student council representative.

### **Section 4. Meetings**

- A. The Board of Directors shall meet to conduct business at such times as the Chairman of the Board may direct, provided that the Board shall conduct a minimum of two (2) meeting each fiscal year. The members of the Board shall be notified in accordance with the APPs.
- B. The Chairman of the Board may call a Special Board meeting when deemed necessary or at the written request of a majority of the Board of Directors. At such special board meetings, only the business that necessitated the meeting shall be acted upon. A minimum of ten (10) days notice must be given to all members of the Board of Directors when a Special Board Meeting is called.
- C. Meetings of the Board of Directors may take place in person or via teleconference, videoconference, or other electronic means.
- D. The CEO, or a representative of the CEO, shall be present for all meetings of the Board of Directors. The CEO's staff shall administrate and record the meetings.

### **Section 5. Quorum**

A majority of the members of the Board of Directors shall constitute a quorum.

## **Section 6. Removal of Directors**

A Director may be suspended or removed from the Board of Directors for good cause upon a two-thirds vote of the Board of Directors. Good cause shall include but is not limited to a violation of the Association's Code of Ethics or absence, unexcused by the Chairman of the Board, from two consecutive meetings of the Board of Directors. Prior to such suspension or removal, the Director is to be provided twenty (20) days written notice of the proposed Board action and an opportunity for a hearing before the Board of Directors.

## **ARTICLE VII – STRATEGIC MANAGEMENT GROUP AND WORK GROUPS**

### **Section 1. Strategic Management Group (SMG)**

- A. There shall exist a Strategic Management Group comprised of the officers of the Association.
- B. The SMG may exercise the powers of the Board of Directors when the Board of Directors is not in session, and shall report any action taken to the Board of Directors at the next meeting of the Board of Directors
- C. The Strategic Management Group shall meet at the call of the Chairman of the Board.
- D. A majority of the Strategic Management Group shall constitute a quorum.
- E. The Strategic Management Group shall provide minutes of its meetings and reports of its activities to the next full meeting Board of Directors unless immediate notification is deemed appropriate.
- F. The Strategic Management Group shall not have the power to:
  - 1. Act in a manner contrary to the directives issued by the Board of Directors.
  - 2. Take any action in conflict with the Bylaws and the Administrative Policies and Procedures.

### **Section 2. Work Groups**

- A. The IAEM Board will be supported by Work Groups as defined in the Administrative Policies and Procedures. The Board shall review activities and leadership of work groups at least annually.
- B. The Board may invite any member of the Association to lead or participate in a work group.

## **ARTICLE VIII - RIGHTS OF MEMBERS**

### **Section 1. Members in Good Standing:**

- A. Members are considered to be "in good standing" with the Association if all applicable dues, fees and other amounts owed are paid in full.
- B. Members in good standing are expected to abide by the Bylaws and the Association's Code of Ethics.

## **ARTICLE IX - COUNCILS, REGIONS AND CHAPTERS**

The organized structure of IAEM shall be comprised of the following subdivisions:

### **Section 1. Councils**

**Councils** are the legal sub-unit of the Association and are created by the Board of Directors subject to the provisions of the Administrative Policies and Procedures. Councils may be established on a national or multinational level and shall be autonomous in dealing with structure, policies and issues pertinent to

their geographical area. No Councils may be created lower than the national level. Each Council shall establish Bylaws which substantially comply with the Association's Bylaws.

## **Section 2. Regions**

Regions are optional sub-divisions of Councils and are created by Councils in accordance with their respective Bylaws.

Student regions are optional sub-divisions of Councils. They are jointly developed and approved by both the geographic Council and the Student Council. The Student Council shall set the minimum requirements for student regions, subject to the approval of a simple majority of the IAEM Board of Directors.

## **Section 3. Chapters**

Regions, with the approval of their respective Council's governing body, may create further subdivisions, called Chapters in order to localize activities of their membership.

Student chapters are optional subdivisions of student regions that are chartered at educational institutions. They are jointly developed and approved by both the geographic Council and their Student Region. The IAEM Student Council shall set the minimum requirements for Student Chapters, subject to the approval of a simple majority of the IAEM global Board of Directors.

## **Section 4. Meetings**

Councils, Regions and Chapters are encouraged to hold meetings, in accordance with their By-Laws.

## **ARTICLE X. OWNERSHIP OF INTELLECTUAL PROPERTY**

**Section 1.** The trademarks and logos of the Association, as well as other intellectual property created by and used by the Association, is the property of the Association and shall not be used by any person or entity without the express written permission of the Association's Chairman of the Board.

**Section 2.** The Chairman of the Board, after consultation with the Board of Directors, is authorized to grant authority to persons or entities, including, but not limited to, Councils, Regions and Chapters to use the Association's intellectual property, either through a limited license or other contractual agreement, provided that such license or contractual agreement specify that ownership of the intellectual property is retained by the Association.

**Section 3.** The Chairman of the Board is authorized to enforce the Association's ownership interests in the Association's intellectual property through all lawful means open to the Association including, but not limited to, enforcement of rights through litigation.

## **ARTICLE XI - AMENDMENT OF BYLAWS AND PROPOSED CHANGES TO DUES RATES**

These Bylaws and the dues rates may be amended by a three-fifths vote of all members of the Board of Directors.

The proposed changes must be circulated to the Board of Directors 60 days prior to the Board meeting at which the vote for the adoption of the changes will be taken. This is to allow Councils to consult their membership and represent the majority view of their members in their vote at the Board meeting.

## **ARTICLE XII - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rule of Order (Newly Revised) shall govern the proceedings of the Association in all cases not provided for in these Bylaws or in the Administrative Policies and Procedures.

### **ARTICLE XIII – LANGUAGE**

The official language of IAEM is English. Councils may use additional languages as desired.

### **ARTICLE XIV - DISCLAIMER OF ENDORSEMENT**

No individual member or group of members representing the Association shall have authority to endorse or recommend any product, service, or organisation in the name of the Association, or by elected or appointed title unless so authorized in writing by the Board of Directors.

### **ARTICLE XV. DISSOLUTION**

Upon dissolution of the Association, any funds remaining after payment of the Association debts and liabilities as required by law shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations selected by the Board of Directors.

Bylaws approved by the Board of Directors 20 January 2010.

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