

# IAEM-USA BYLAWS

## ARTICLE I - NAME

### **Section 1. Incorporation**

The United States Council of the International Association of Emergency Managers (IAEM-USA) is a non-profit organization incorporated by and under the laws of the state of Ohio.

### **Section 2. Members**

IAEM-USA shall consist of United States citizens or individuals legally residing in the US or its territories<sup>1</sup> professionally engaged or interested in the promotion of emergency management and allied fields.

### **Section 3. Geographical Division**

IAEM-USA shall be divided into geographic Regions as determined by the U.S. Council Board of Directors and shall be identified in the Administrative Policies and Procedures.

## ARTICLE II - VISION AND MISSION

### **Section 1. Vision**

IAEM-USA shall be recognized as the premier organization of emergency management professionals within the United States and shall be a leading partner with other councils of IAEM globally.

### **Section 2. Mission**

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

## ARTICLE III - MEMBERSHIP

### **Section 1. Eligibility**

Any person supportive of IAEM-USA purposes is eligible for membership.

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

#### A. Individual Member

Individual membership is defined as an individual professionally engaged or interested in the promotion of emergency management and allied fields.

#### B. Affiliate Member

Affiliate membership is available to any organization/party which provides products, services or other resources which support IAEM-USA and its members.

#### C. Honorary Member

Honorary membership may be awarded annually by a majority vote of the Board of Directors to two persons for outstanding contributions towards the advancement of Emergency Management.

#### D. Life Member

Life membership shall be accorded each Individual member who has been a member in good standing as defined in the Administrative Policies and Procedures for 15 years;

1. Providing that the Individual Member is no longer associated with an emergency management function in a capacity which would make them eligible for Individual membership; or

2. Those who are past presidents and no longer employed in emergency management, having served their term of office, shall by virtue of their accomplishments be known as Past President - Life Members.

#### E. Student Member

Student membership is available up to six years to anyone enrolled in a college or university degree program, studying emergency management or a related field. Proof of current enrollment is required. The Executive Director may grant exceptions to the six-year limitation due to extenuating circumstances upon review by the Membership & Marketing Committee.

### **Section 3. Dues and Fees**

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<sup>1</sup> "United States" or "USA" is intended to refer to U.S. states as well as territories throughout this document.

- A. The term of membership for which dues are paid is October 1 through September 30.
- B. Dues shall be established in a manner as identified in the Administrative Policies and Procedures and at a level sufficient to cover IAEM-USA's administrative costs.
- C. Dues and fees shall be paid by September 30 and thereafter will be considered delinquent. Members whose dues are delinquent for a period of 30 days, who have not made arrangements to extend the payment deadline, shall forfeit membership.
- D. Past Presidents must pay their dues while still employed in emergency management. Thereafter, Past Presidents are accorded Life Membership.

**Section 4. Fiscal Year**

The Fiscal Year is June 1 to May 31.

**ARTICLE IV - OFFICERS**

**Section 1. Officers**

The officers of IAEM-USA shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, and Immediate Past President.

**Section 2. Presidential Team**

There shall exist a Presidential Team comprised of the elected officers of President, First Vice President, Second Vice President, and Immediate Past President for the purpose of sharing Presidential workload and duties.

**Section 3. Duties of Officers**

- A. The President shall represent IAEM-USA in a leadership capacity that best advances the interest of IAEM and its membership. Among the President's duties are providing support and direction to committees; representing IAEM-USA at various functions and with other organizations; presiding at meetings of IAEM-USA and the Board of Directors; authorizing expenditures within budget appropriations approved by the Board of Directors; and performing such other duties as required and provided for in the Administrative Policies and Procedures.
- B. The First Vice President shall assist the

President as a member of the Presidential Executive Team. The First Vice President shall perform the duties of the President in the absence or disability of that officer and perform other duties as required by the Administrative Policies and Procedures.

- C. The Second Vice President shall assist the President as a member of the Presidential Executive Team. The Second Vice President shall perform the duties of the President in the absence or disability of the President and First Vice President and perform other duties as required by the Administrative Policies and Procedures.
- D. The Immediate Past President shall assist the President as a member of the Presidential Executive Team. The Immediate Past President shall co-chair the President's Advisory Council, assist in representing IAEM-USA as needed, and perform other duties as required by the Administrative Policies and Procedures.
- E. The Secretary shall maintain accurate records of the proceedings of all meetings of the membership, the Board of Directors, the Executive Committee; and perform such other duties as required by the Administrative Policies and Procedures.
- F. The Treasurer shall maintain accurate up-to-date records of all monies and securities belonging to IAEM-USA in accordance with the Administrative Policies and Procedures.

**Section 4. Directors**

The directors of IAEM-USA shall be:

- A. the officers;
- B. A representative from each of the properly constituted Regions of IAEM-USA;
- C. A representative of those in the "Student" category of membership.

**Section 5. Duties of Directors**

Regional Presidents shall act as liaisons between IAEM-USA and constituents. Each shall serve as the representative of IAEM-USA in the Region in all matters pertaining to IAEM-USA. Subject to the approval of the President, each shall act on behalf of the President in matters pertaining to the Region in accordance with the Administrative Policies and Procedures.

## **Section 6. Qualifications of Officers & Directors**

A. To be elected or appointed an officer, a member shall meet the following requirements:

1. Have been an Individual member for a minimum of two consecutive years prior to seeking office.
2. Served as a regional officer, committee chair, or been an active committee member for two consecutive years.
3. In order to be placed on the ballot for election to office, the person must meet the qualifications as established in the Administrative Policies and Procedures.

B. To be elected or appointed a director (Regional President), a member shall meet the following requirements:

1. Have been an Individual member for a minimum of two consecutive years prior to seeking office except the Student Region representative.
2. In order to be placed on the ballot for election to office, the person must meet the qualifications as established in the Administrative Policies and Procedures.

C. A person cannot hold and cannot run for more than one office at a time.

## **Section 7. Method of Selection**

The officers shall be selected as follows:

- A. The First Vice President shall succeed to the office of President when the President's term ends or if the President terminates that office for any reason.
- B. The Second Vice President shall succeed to the office of First Vice President when that officer's term ends or if the First Vice President terminates that office for any reason.
- C. Second Vice President, Secretary and Treasurer shall be elected at the Annual General Meeting of the membership, in accordance with the Administrative Policies and Procedures.

D. Regional Presidents shall be elected by their constituents for two-year staggered terms (student elections are annual). Regions will biennially hold elections as detailed in the Administrative Policies and Procedures.

E. The person holding the office of President at the time of the election of officers shall be designated the Immediate Past President for the ensuing year.

## **Section 8. Term of Office**

A. The term of office for the First Vice President and Second Vice President shall be one year. The term of office for Secretary and Treasurer shall be for two years, with expiration of these offices occurring every other year. The term shall commence immediately following the installation of officers that shall be conducted at the Annual General Meeting.

## **Section 9. Vacancy in Elected Offices**

A. If a vacancy occurs in the office of President, the First Vice President shall automatically assume the office of President.

B. If a vacancy occurs in the office of the First Vice President, the Second Vice President shall automatically assume the office of First Vice President.

C. If a vacancy occurs in the office of the Second Vice President, the position will remain vacant until the next election of officers.

D. If a vacancy occurs simultaneously in the office of the President, First Vice President and Second Vice President, a majority of the Board of Directors shall elect a President Pro-Tempore from within the Board of Directors.

E. If a vacancy occurs in either the office of Secretary and/or Treasurer, the President shall, with the Board of Directors' confirmation, appoint a qualified member to fill the vacancy for the remainder of the term.

E. If a vacancy occurs in the office of the Regional President, it shall be filled in accordance with the bylaws of that Region.

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

## **Section 1. Membership**

The Board of Directors shall consist of IAEM-USA Officers and Directors as defined in Article IV.

## **Section 2. Board Meetings**

- A. Immediately following the Annual General Meeting of the membership, the Board of Directors shall meet to determine policy for the ensuing year. The Board of Directors shall meet to conduct business at such other times as the President may direct, provided that the members of the Board shall be notified at least ten (10) days in advance of such meetings.
- B. The President 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.
- C. Assuming it may be necessary to conduct a meeting of the Board via the electronic media, procedures for conducting such a meeting shall be as established in the Administrative Policies and Procedures.

## **Section 3. Quorum**

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

## **Section 4. Executive Committee**

- A. The Executive Committee of the Board of Directors shall consist of the following officers: Immediate Past-President, President, First Vice President, Second Vice President, Secretary, Treasurer, and a Member-at-Large, (who shall be a Regional President, elected by a majority of the Regional Presidents). This election shall take place pursuant to procedures established in the Administrative Policies and Procedures. The Immediate Past President shall serve as a non-voting member and shall not count toward the satisfaction of a quorum.
- B. The Executive Committee shall conduct the administrative business of IAEM-USA subject to the limitations imposed upon them in the Administrative Policies and Procedures.
- C. The Executive Committee shall meet at the call of the President.

- D. A majority of the Executive Committee shall constitute a quorum.
- E. The Executive Committee shall provide minutes of its meetings and quarterly reports of its activities to the Board of Directors.
- F. The Executive Committee shall not have the power to:
  - 1. Change directives issued by the Board of Directors.
  - 2. Take any action in conflict with the Bylaws and the Administrative Policies and Procedures.

## **Section 5. Designation of Appointed Agents**

- A. The President and Board of Directors shall provide in the Administrative Policies and Procedures for the selection and appointment of any appointed agents, paid or unpaid.
- B. The duties and responsibilities of any appointed agents shall be delineated in the Administrative Policies and Procedures.

## **Section 6. Administrative Policies and Procedures**

- A. At the Board meeting immediately following the Annual General Meeting of the membership, the Board of Directors shall ratify and/or amend the Administrative Policies and Procedures which shall set forth the duties and responsibilities of all those who act on behalf of IAEM-USA.
- B. Amendments to the Administrative Policies and Procedures may be submitted to the Board of Directors by any member of IAEM-USA. Such amendments shall be considered and acted upon by a roll call vote of the Board of Directors.
- C. All amendments to the Administrative Policies and Procedures shall be posted on the IAEM-USA web site within 30 days of adoption by the Board of Directors.

## **ARTICLE VI - MEETINGS**

### **Section 1. Meetings of the Membership Body**

- A. The Annual General Meeting of the

membership shall occur at a time and place designated in accordance with the Administrative Policies and Procedures.

- B. With the majority approval of the Board, a Special General Meeting of the membership may be called by the President to address urgent matters that require the consideration of the full membership of IAEM-USA.
- C. Any new business introduced at the annual business meeting should be in writing and presented to the Board of Directors prior to the Annual Conference.
- D. Other meetings of IAEM-USA membership and its subunits to advance the mission of IAEM-USA are encouraged.

### **Section 2. Quorum**

- A. A majority of the voting members who are registered and present at an Annual General Meeting shall constitute a quorum.
- B. Business requires a majority of the vote unless otherwise specified in the Bylaws or Administrative Policies and Procedures.

### **Section 3. Voting**

- A. The right to vote as a member of IAEM-USA may be exercised only when the appropriate membership fee has been paid for the current membership year (October 1 - September 30).
- B. Individual, Affiliate, and Life members shall have the right to vote (consistent with Article VIII) on any issue put before the body assembly of the organization provided they have voted in the manner prescribed by the Administrative Policies and Procedures prior to the Annual meeting.
- C. Voting by proxy is not permitted.

## **ARTICLE VII - COMMITTEES**

### **Section 1. Standing Committees**

Within thirty (30) days after taking the Oath of Office, the President shall, with the consent of the Board of Directors, make appropriate amendments to the list of Standing Committees in the Administrative Policies and Procedures. The President shall then appoint and give a mandate to each of the Standing Committees.

### **Section 2. Ad Hoc Committees (Special**

### **Committees)**

The President may appoint Ad Hoc (Special Committees) as deemed essential to the business and well-being of IAEM-USA. Such committees shall cease to function when their specific task has been completed.

### **Section 3. IAEM-USA Representatives to IAEM**

The IAEM-USA Council representatives to the IAEM Board will be appointed by the IAEM-USA President with the approval of the IAEM-USA Board.

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

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

Members are considered to be "in good standing" if all applicable dues, fees and other amounts owed are paid in full.

Members in good standing are expected to abide by the Bylaws and the Code of Ethics as established in the Administrative Policies and Procedures.

Individual, Affiliate and Life members in good standing have the right to:

- A. Hold office according to guidelines established in the Administrative Policies and Procedures.
- B. Vote, according to the process established in the Administrative Policies and Procedures on:
  - 1. Amendments to the Bylaws.
  - 2. Election of officers.
  - 3. Matters of business arising at the Annual General Meeting.

### **Section 2. Procedures for Administrative Policies and Procedures**

- A. Proposed changes to Administrative Policies and Procedures affecting changes in dues and/or voting procedures shall be posted 90 days prior to the date of implementation.
- B. No less than 30 days prior to the implementation date of such changes, a minimum of fifty members may petition the President requesting that the proposed change be placed on the ballot for action at the annual meeting.

- C. Actions of the Board in amending the Administrative Policies and Procedures may be overruled only by a two-thirds majority of the eligible members who vote.

## **ARTICLE IX – REGIONS AND CHAPTERS**

### **Section 1. Regions**

- A. Regions are legal sub-units of IAEM-USA. Each region shall adopt bylaws that substantially comply with the bylaws of IAEM-USA.
- B. Formation and identification of regions is defined in the Administrative Policies and Procedures.

### **Section 2. Chapters**

Regions may establish Chapters within their geographic area to localize activities of their membership. Chapters shall not be established for geopolitical areas smaller than a State or territory. Student chapters are established according to the Administrative Policies and Procedures.

### **Section 3. Meetings**

Regions and chapters are encouraged to hold meetings, in accordance with regional bylaws.

## **ARTICLE X - AMENDMENT OF BYLAWS**

- A. These Bylaws may be amended by a two-thirds (2/3s) majority of the votes cast, pursuant to the procedures established by the Administrative Policies and Procedures.
- B. The proposed changes to the Bylaws must be circulated to the membership 30 days prior to the vote. Any proposed changes which are supported by a 90% vote at the Annual General Membership Meeting can, however, be adopted into the Bylaws without satisfying the 30 day requirement.

## **ARTICLE XI - PARLIAMENTARY AUTHORITY**

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

## **ARTICLE XII - DISCLAIMER OF**

## **ENDORSEMENT**

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

This document shall take effect immediately upon its passage by the membership, and supersede all constitutions and bylaws previously adopted.

Adopted: June 16, 2008.

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