

## **BYLAWS**

# **INTERNATIONAL ASSOCIATION OF EMERGENCY MANAGERS (Amended April 19, 2011)**

## **EUROPA COUNCIL**

### **ARTICLE I – NAME AND ORGANISATION**

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

The International Association of Emergency Managers (“IAEM” or the “Association”) is a non-profit organisation incorporated by and under the laws of the State of Ohio, USA. IAEM Europa (hereinafter “Council” or “IAEM Europa”) is a recognised Council within the Association and registered as a not for profit organisation in Belgium. IAEM Europa is a geographical area made up of countries from the Europa continental area and those countries are defined in the Association and Council Administrative Policies and Procedures.

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

The Association shall consist of individuals professionally engaged or interested in the promotion of emergency management and its allied fields. Such individuals residing and/or working within the geographic area defined as IAEM Europa will qualify for membership in the Council.

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

The Association shall be the international governing body of Councils established pursuant to its Bylaws and shall provide the leadership, organisational structure, and administrative management of all facets of the international emergency management profession. These Bylaws shall serve as the bylaws of the IAEM Europa Council within that structure.

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

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

### **ARTICLE II - VISION AND MISSION**

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

That IAEM be recognised as the premier international organisation 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 defined in Section 2 below who is supportive of the Association’s corporate and tax-exempt purposes and who qualifies for and continuously remains a

member in good standing of one of the Association's Councils is eligible for membership in IAEM. Continued IAEM Europa membership shall be conditioned upon the individual remaining a member in good standing of this Council, which shall require that the individual reside and/or work within the geographic area that comprises the Europa Council.

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

### **A. Individual Member**

Individual membership in the Association is available to any person professionally engaged or interested in the promotion of emergency management and its allied fields.

### **B. Affiliate Member**

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

### **C. Honorary Member**

Honorary membership in the Association is available to any person awarded honorary membership status by a majority vote of the member's Council 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 fifteen (15) years as defined in the Administrative Policies and Procedures and who are likewise retired are also eligible for Life membership.

### **E. Student Member**

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

## **Section 3. – Termination of Membership**

Any person who fails to comply with the membership eligibility requirements set forth in Article III, Section 1 above, including any additional criteria that may be established by the IAEM Board of Directors from time to time, shall cease to be a member of the Association. Any member who fails to pay dues, fines, fees or assessments, or other financial obligations within thirty (30) days of receipt of the invoice shall be deemed delinquent and to have forfeited IAEM membership.

After appropriate consideration and discussion with the member involved and upon a majority vote by its officers the IAEM Europa Board of Directors can request that the IAEM Board of Directors suspend or terminate the Association membership of any member for cause, including, but not limited to:

- 1) Conduct detrimental to and not in the best interests of the Association and its membership,
- 2) Conduct in violation of the Association's corporate and/or tax-exempt purposes, or
- 3) Conduct in violation of the Association's Bylaws and/or Code of Professional Conduct.

Action undertaken by the IAEM Board of Directors in response to the Council's request shall be taken only after providing the member with reasonable written notice of the "for cause" charges, and the opportunity to respond to the charges in writing and/or at a meeting of the IAEM Board of Directors, if so requested by the member in writing.

A vote of the IAEM Board of Directors to terminate IAEM membership for cause shall be by a majority vote of the then constituted IAEM Board of Directors. Specific procedures for consideration of suspensions and terminations of membership shall be established by the IAEM Board of Directors.

#### **Section 4. Dues**

Dues shall be established from time to time by the IAEM 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 this Council under paragraph C below, are to be paid to the Association. The Association will distribute that portion of membership dues representing the Councils' due directly to this Council.
- 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. This Council determines an additional amount above the base rate needed to cover the costs of their own activities on their members' behalf. That additional amount shall be set annually by this Council's Board of Directors and notified to its members at the Annual General Meeting of the Council.
- 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. Executives**

Executives of the Council are appointed to the IAEM Europa Board of Directors by their election or transition to office in accordance with these Bylaws and this Council's Administrative Policies and Procedures.

The Executives of the Council shall be elected and are:

1. President
2. Vice President
3. Treasurer
4. Secretary

In addition they will include by transition the:

5. Immediate Past President

These five offices make up the Executive Board of the Council

#### **Section 2. Directors**

Directors of the Council are determined by the Council Executive Board and are holders of the following positions:

1. Regional Presidents or their nominated representatives
2. Chapter Presidents or their nominated representatives
3. National Representatives

#### 4. Council Student Representative

### **Section 2. Duties**

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

- A. The Council President shall lead the Council's Board of Directors in a manner that best advances the interest of IAEM Europa and its membership. Among the President's duties are: presiding at meetings of the IAEM Europa Board of Directors; authorising expenditures within budget appropriations approved by the IAEM Europa Board for Council development; 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 President shall, with fellow Board members:
  - 1. Confirm the roster of Officers of the Council.
  - 2. Appoint Council Representatives to the IAEM Working Groups and Committees upon which Council representation is required.
  - 3. Appoint Representatives to partner organisations to whom it has the lead role for the Association.
  - 4. Appoint Representatives to those external Working Groups or Committees that it has been invited to have representation on.

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

The officers shall be selected as follows:

- A. Regional and Chapter Presidents are elected by their constituent membership and are therefore automatically allocated an officer position on the Board of the Council. They may appoint a representative to fill that position.
- B. National Representatives are volunteers approved by the Council's Board of Directors to champion IAEM in their countries.

### **Section 4. Term**

The term of office for Officers shall be the same as that of their elected position, or one year subject to their reappointment to an appointed position. The term shall commence immediately following their confirmation of office at the first Board Meeting following the Council's Annual General Meeting. There shall be no limitation on the re-election of an elected Officer.

### **Section 5. Officer Vacancy**

- A. If a Regional or Chapter Officer vacancy occurs, then the Council Board of Directors shall assist the Region or Chapter in holding elections to fill the vacancy.
- B. If a vacancy occurs in the any of the other Officer positions then the Council Board of Directors shall facilitate the appointment of a new holder of the vacant leadership position.

## **ARTICLE V – BOARD OF DIRECTORS**

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

The Council's Board of Directors shall communicate on a regular basis and meet twice per annum as a minimum; of which one meeting shall be an in person gathering.

### **Section 2. Duties**

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

### Section 3. Qualifications for Election to Executive Positions

To be elected to a Council Executive position, a candidate shall meet the following requirements:

- A. Have been an Individual member of the Association and Council for a minimum of a year prior to seeking office.
- B. Be a member in good standing of the Association and Council.

### Section 4. Meetings

- A. The Council Board of Directors shall meet to conduct business at such times as the President may direct, provided that the Board shall conduct a minimum of two (2) meeting each fiscal year; one of which must be an in person meeting. The members of the Board shall be notified in accordance with these Bylaws and the APPs.
- B. The President may call a Special Board meeting when deemed necessary or at the written request of a majority of the Council Board of Directors. At such special Council 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 that permits each participant to hear and be heard by the participating Board members.
- D. The Executive Board shall meet as and when required to carry out the business of the Council.

### Section 5. Quorum

A majority of the members of the Council Board shall constitute a quorum at any properly called meeting of the Board.

### 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 President, from 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 – COMMITTEES AND COMMISSIONS**

### Section 1. Committees

- A. The Council Executive Board shall establish Committees to undertake the business of the Council as they deem necessary.
- B. The Council Executive Board may invite any member in good standing of the Council to lead or participate in a Committee.

### Section 2. Commissions

The Council Board of Directors will approve the establishment of Commissions when required to deliver Association programmes on a Council basis.

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

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

A. IAEM members shall be considered to be in “good standing” with the Association if all applicable dues, fees and other amounts are paid in full and current, and so long as the member is and remains a member in good standing of the Association Council for which he or she qualifies for membership geographically under Article III, Section 1. A failure to maintain current good standing with the appropriate Association Council shall be grounds for immediate termination of membership in the Association. Upon termination of membership, the individual is prohibited from reapplying for membership in another Association Council.

B. Members in good standing are expected to at all times respect and abide by the Bylaws and Code of Professional Conduct of the Association and the Council. Failure to so abide may result in sanctions imposed by the Council and/or the Association, up to and including termination of membership by the Council and IAEM Board of Directors.

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

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

### **Section 1. Councils**

This Council is a legal sub-unit of the Association and are created by the IAEM Board of Directors subject to the provisions of the Administrative Policies and Procedures. This Council has been established on a multinational level and shall be autonomous in dealing with structure, policies and issues pertinent to the Europa geographical area to the extent that such structures and policies are consistent with those of the Association.

### **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 localise 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 Board of Directors.

### **Section 4. Meetings**

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 IAEM Board of Directors, is authorised 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 authorised 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 Council's proportion of the dues rates may be amended by a three-fifths vote of all members of the Council Board.

The proposed changes must be circulated to the Council Board 30 days prior to the Board meeting at which the vote for the adoption of the changes will be taken. This is to allow Officers to consult their membership and represent the majority view of their members in their vote at the Council 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 and the Council in all cases not provided for in these Bylaws or in the Association and Council Administrative Policies and Procedures.

#### **ARTICLE XIII – LANGUAGE**

The official language of IAEM Europa is English.

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

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

#### **ARTICLE XV. DISSOLUTION**

Upon dissolution of the Council, any funds remaining after payment of the Council debts and liabilities as required by law shall be distributed to the Association for use consistent with its 501(c)(3) non-profit purposes

Bylaws approved by the IAEM Europa Council Board of Directors 02.06.2011

Accepted by the members 30<sup>th</sup> June 2011 Arthur Rabjohn - President