

National Emergency Management Association

BYLAWS

AS AMENDED OCTOBER 1, 2017

ARTICLE I. NAME AND OFFICES

The name of this Corporation shall be the National Emergency Management Association (NEMA). The principal offices of NEMA shall be in Washington, DC, and the Corporation shall have such other offices in other places that the Board of Directors shall from time to time designate.

ARTICLE II. PURPOSE AND MISSION

The National Emergency Management Association is a nonpartisan, nonprofit 501(c)(3) association dedicated to enhancing public safety by improving the nation's ability to prepare for, respond to, and recover from all emergencies, disasters, and threats to our nation's security. NEMA is the professional association of and for emergency management directors from all 50 states, eight U.S. territories, and the District of Columbia.

ARTICLE III. MEMBERSHIP

A. Categories of Membership

The membership of the Corporation is divided into two categories, Members or Associate Members.

1. Members shall be composed of the States and Territories of the United States of America, including the District of Columbia. Each Member shall designate as its representative to the Corporation one employee of its emergency management agency or governmental equivalent.
2. Associate Members shall be any private industry, corporate, or other organizational entity which, or individual person who, in the opinion of the Board of Directors, has demonstrated an interest in the corporate purposes and whose participation will aid and assist the Corporation in accomplishing these purposes.

B. Dues and Assessments

The Board of Directors may recommend to the Members an increase in annual dues to provide sufficient funds for carrying on the work of the corporation.

The Members, during the annual meeting, shall approve/disapprove the dues increase. Dues need not be uniform between Members and Associate Members nor among categories of Associate Members. The fiscal year shall be July 1 through June 30, with dues and/or assessments due by July 1, and delinquent on January 1 of the following year.

C. Voting

Voting authority lies with the one representative designated by each of the Members to the Corporation. Each Member shall have one vote at all meetings, either in person or by proxy in writing. All proxies shall be filed with the Secretary of the meeting before being voted upon.

Associate Members shall not have voting powers.

No Member shall be eligible to vote whose dues or assessments are delinquent.

ARTICLE IV. ADMINISTRATION

A. Executive Director

The Board of Directors may utilize or hire an executive director. Subject to the direction of the Board of Directors, and in conformity with these Bylaws, the Executive Director shall be in charge of the day-to-day operations, staff, offices, and finances of NEMA.

B. Staff

The Executive Director will employ, discharge, and establish the terms and conditions of employment of all NEMA employees, operating within established human resources policies and procedures, and applicable laws. The staff is charged to assist in the provision of administrative and member services and to perform such other reasonable duties as NEMA's duly elected President and Board of Directors may specify.

C. Inspection of Books and Accounts

The books, accounts, and records of NEMA shall be opened to inspection by any member of the Board of Directors at any time. Members may, at discretion of the Board, inspect the books of NEMA at such reasonable times as the Directors may by resolution designate. The original or a duplicate membership registry shall at all times be kept at the NEMA office. These books, accounts, and records remain the property of NEMA and under the control of NEMA, not any member of the Board of Directors.

ARTICLE V. OFFICERS

The officers of NEMA shall be the President, the Vice President, the immediate Past President, the Secretary, the Treasurer, and the Regional Vice Presidents. The President, the Vice President, the Secretary and the Treasurer shall be elected by the members. The Regional Vice Presidents shall be selected by the Members in their respective regions prior to the annual meeting.

A. President

The President shall be the Chief Executive Officer of NEMA; and shall preside at all meetings of the Members, Associate Members and Directors; and shall have general and active management of the business of NEMA; and shall execute bonds, mortgages and all contracts requiring a seal, affixing the corporate seal thereto.

The President shall have general supervision and direction of all the other officers of NEMA, shall see that their duties are properly performed, and shall appoint all committees and name the chairman thereof.

The President shall submit a report of the operations of NEMA for the fiscal year to the Board of Directors at their first regular meeting in each year, and to the full membership, and Associate Members at the annual meeting, and when the interests of NEMA may require.

The President shall be an ex-officio member of all standing committees and shall have the powers and duties of supervision and management usually vested in the office of President of a corporation.

The President shall make all necessary arrangements for the holding of meetings and shall have authority to make such reasonable expenditures for and on behalf of NEMA as in his judgment may be necessary, within the limits of funds available in the Treasury.

B. Vice-President

Upon the expiration of the term of office of the President, The Vice President shall assume the office of President. The Vice President shall perform the duties of the President during the disability or absence of the latter office, and upon a vacancy occurring in the office of President, shall succeed to that office for the duration of the unexpired term, and for the following one-year term.

In the event of a vacancy in the office of Vice President, the President will appoint an (Interim) Vice President to serve until the next regular annual meeting, at which time a new Vice President shall be elected by the membership. An interim Vice President shall not automatically assume the office of President upon the expiration of the term of office of the President.

C. Secretary

The Secretary shall attend all sessions of the Board of Directors and all meetings of Members, Associate Members and act as clerk thereof, and shall record all votes and minutes. He/she shall give, or cause to be given, notice of all meetings of the Members, pursuant to Article XIII, Section E, and of the Board of Directors, pursuant to Article VII, Section D, and shall perform such other duties as may be prescribed by the Members or President, under whose supervision he/she shall be. He/she shall be sworn to the faithful discharge of his/her duties. In the event of a vacancy in the office of Secretary, during a term, the President shall appoint an (interim) Secretary to fill the unexpired term. Such appointment to be made within thirty (30) days of the vacancy.

D. Treasurer

The Treasurer shall provide oversight of the finances of the Corporation. Financial reports should be provided to the Board of Directors at least twice annually and to the Membership during the regular annual meeting. In the event of a vacancy in the office of Treasurer, during a term, the President shall appoint an (interim) Treasurer to fill the unexpired term. Such appointment to be made within thirty (30) days of the vacancy.

E. Regional Vice Presidents

The Regional Vice Presidents shall be selected by the Members in their respective regions prior to the annual meeting and serve at the pleasure of the President. The Regional Vice Presidents shall perform such duties as may from

time to time be delegated to them by the President. In the event of a vacancy in the office of a Regional Vice-President during a term, the State Directors within the region for which the vacancy exists shall by majority vote elect an (interim) Regional Vice-President for the unexpired term. Such election to be held within thirty (30) days of vacancy. The Regional Vice-Presidents shall be members of the Board of Directors.

F. Terms of Office

The officers shall serve for one (1) year and until their successors are elected and duly qualified. An officer is ineligible to hold more than one elected position at a time.

G. Election Procedures

1. Nominations

In order to be placed on the ballot for election to office, the candidate must be a member in good standing for at least two previous years and submit the following to the nominating committee at least 60 days prior to the first schedule day of the annual conference.

- A letter stating candidacy and a brief resume.
- A letter of support from the candidate's immediate supervisor or department director approving the time and travel necessary to satisfactorily fulfill the office requirements.

Nominations may be received from the floor according to Robert's Rules of Order. In order to be considered for the office, the candidate must at time of nomination provide the same two items above.

All individuals meeting these requirements shall be considered candidates for the office they seek.

2. Elections

Officer elections are held during the final business session of the fall annual meeting. Voting authority lies with the one representative designated by each of the Members to the Corporation. Each Member shall have one vote, either in person or by proxy in writing. All proxies shall be filed with the Secretary of the meeting before being voted upon.

H. Compensation

The Board of Directors shall not receive any stated salaries.

I. Resignation, Removal, and Vacancies

1. Resignation

Any director of the Board of Directors or officer of NEMA may resign the office at any time. Such resignation must be made in writing, and shall take effect from the time of its acceptance by NEMA.

2. Removal

With prior written notice and an opportunity to be heard, any officer may be removed from office for just cause. Examples of offenses for which an officer may be removed include, but are not limited to, conflicts of interest, unethical behavior, misuse of NEMA funds, fraudulent or criminal acts, sexual harassment. Concerns should be submitted to the Executive Director. An officer may be removed by a majority vote of the Board of Directors.

3. Vacancies

If vacancies occur simultaneously in the office of President and the Vice President during a term, the vacancy of President shall be filled by a majority vote of the Regional Vice Presidents and the Secretary and the Treasurer within thirty (30) days of the occurrence of such vacancies. In the event of simultaneous vacancies of the offices of President, Vice President, the Secretary and Treasurer, the Regional Vice-Presidents will convene at the call of the Regional Vice-President in the region of the lowest number where there is an elected Regional Vice-President, and the President, Secretary and Treasurer will be elected.

ARTICLE VI. BOARD OF DIRECTORS

A. Composition

The Board of Directors shall consist of a minimum of fifteen (15) Directors, who shall be Members in good standing and Officers of the Corporation.

B. Eligibility

These fifteen Directors will consist of the five Officers, ten Regional Vice Presidents and State Directors who serve as chairpersons of full standing committees as appointed by the NEMA President.

C. Meetings

The Board of Directors shall meet at least twice annually, with one such meeting being held during the regular annual meeting.

D. Notice

The Secretary shall provide notice of all annual or special meetings of the Board of Directors by providing notice to each Board Member by electronic transmission at the address as it appears upon the records of the Corporation at least ten (10) days prior to meeting. Notice shall state the purpose or purposes for which the meeting is called.

E. Quorum

A majority of the number of Directors shall constitute a quorum of the Board of Directors. The act of the majority of Board Members present at a meeting, at which a quorum is present, shall constitute the act of the entire Board of Directors, unless a greater number is required by statute, the Articles of Incorporation or these Bylaws.

F. Term of Office

Each member of the Board of Directors shall serve for one year and until his/her successor is elected and duly qualified. The term of office shall commence upon the last day of the annual meeting, and continue until the last day of the following annual meeting, and until his/her successor is elected and duly qualified.

G. Conflict of Interest

It is the responsibility of the Board Member to bring to the immediate attention of the Board any conflict of interest or appearance of conflict of interest as outlined in the NEMA Policies and Procedures Manual. It will be the responsibility of the Board Member to recuse himself/herself from any action or to disclose any potential conflict and to recuse from voting on that issue.

H. Removal

With prior written approval and an opportunity to be heard, any director of the Board of Directors shall be subject to removal for just cause. Examples of offenses for which a Board Member may be removed include, but are not limited to, conflicts of interest, unethical behavior, misuse of NEMA funds, fraudulent acts, sexual harassment. Concerns should be submitted to the Executive Director. A Board Member may be removed by a majority vote of the Board of Directors.

I. Powers

In addition to the general powers usually vested in the Board of Directors by virtue of its office, and the powers and authorities expressly given by the laws of the District of Columbia, by the terms of the charter of this corporation, and elsewhere in these By-Laws, the following specific powers are hereby conferred upon the Board of Directors:

1. The property of the corporation shall be managed by the Board of Directors.
2. From time to time to make and change rules and regulations for the management of the business and affairs of the corporation.
3. To purchase or otherwise acquire for the corporation any property, rights or privileges which it is authorized to acquire, at such price or consideration and on such terms and conditions as it may deem expedient.
4. At its discretion to pay for any property or rights acquired by or services rendered to this Corporation, either wholly or in part in money, stocks, bonds, debentures or other securities.
5. To create, make, and issue mortgages, bonds and deeds of trust, trust agreements and negotiable or transferable instruments and securities secured by mortgage or otherwise, and to do every act and thing necessary to effectuate the same.
6. To appoint, remove or suspend subordinate officers, agents or servants, permanently or temporarily, determining their duties and fixings, and from time to time changing their salaries or emoluments, and at its discretion requiring security.
7. To confer by resolution upon any officer or agent of the Corporation the power to appoint, remove or suspend subordinate officers, agents or servants.
8. To determine who shall be authorized on behalf of the Corporation to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

9. To delegate any of the powers of the Board in the course of the business of the Corporation, to any standing or special committee, or to any officer or agent of the Corporation, and to appoint any person or persons to be agents of the Corporation with such powers (including the power to sub delegate) and upon such terms as it thinks fit.
10. Generally, to do all such lawful acts and things that are not expressly prohibited by law or by these Bylaws directed or required to be exercised or done by the Members.

ARTICLE VII. MEETINGS

A. Regular Meetings

A regular annual meeting of the Members and Associate Members of the Corporation shall be held during the fall at such time and place as may be determined by the President of the Corporation. In no event may the annual meeting be more than fourteen months after the last day of the prior annual meeting. A semi-annual meeting will be held in the spring at the discretion of the President.

B. Special Meetings

Special meetings of the Members of the Corporation may be called by the President or by three members of the Board of Directors for such purpose or purposes as they deem advisable. Members may participate in special meetings through the use of teleconferencing equipment.

C. Voting and Quorum

Voting authority lies with the one representative designated by each of the Members to the Corporation. Each Member shall have one vote at all meetings, either in person or by proxy in writing. All proxies shall be filed with the Secretary of the meeting before being voted upon.

For the transaction of business at a regular or special meeting, fifteen (15) Members shall constitute a quorum.

D. Order of Business

The order of business for membership meetings shall be as follows:

1. Roll call (a quorum being present).
2. Reading of minutes of preceding meeting and action thereon.
3. Reports by officers.
4. Reports by committees.
5. Installation of new officers.
6. Unfinished business.
7. Miscellaneous business.
8. New business.

E. Notice

The Secretary shall cause written notice of meeting to be electronically transferred to each Member entitled to vote at the address as it appears upon the records of the Corporation. Notice shall state the place, date and hour of the meeting. Notice shall be delivered not less than thirty (30) days for regular meetings and ten (10) days for special meetings prior to the meeting.

F. Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these Bylaws, a waiver thereof in writing, signed by the person entitled to said notice, whether before or after the time stated herein, shall be deemed equivalent thereto.

G. Robert's Rules of Order

All meetings of the Members shall be conducted in accordance with Roberts Rules of Order.

ARTICLE VIII. COMMITTEES

The President may appoint committees and subcommittees deemed necessary by the President to assist in carrying out the duties of NEMA. The President shall appoint a Chair and Vice Chair of each committee and subcommittee on an annual basis.

ARTICLE IX. COMPLIANCE

Any concerns related to compliance with the Bylaws or the NEMA Policy and Procedure Manual, should be reported to the Executive Director, who will relay the alleged violation to the Board of Directors at the next regularly scheduled meeting for review and consideration.

ARTICLE X. AMENDMENTS

The Members may amend these Bylaws at any duly constituted meeting of the Members, provided notice of such proposed alteration or amendment has been given to each Member at least thirty (30) days prior to said meeting by electronic transmission, and quorum of Members is present.