

As amended by a quorum of the membership on September 11, 2008 during the NEMA
2008 Annual Conference in Portland, Oregon

BY-LAWS
OF THE
NATIONAL EMERGENCY MANAGEMENT ASSOCIATION

Offices

1. The principal offices of the corporation 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.

Seal

2. The corporate seal of the corporation shall have inscribed thereon the name of the corporation, the year of its creation and the words, "Incorporated, District of Columbia."

Members

3. Identity of the membership of the Corporation shall be as follows:

- a) Members (hereinafter "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 or more employees of its emergency management agency or governmental equivalent.
- b) Associate Members (hereinafter "Associate Members") shall be any 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.

Meetings of Members

4. a) A regular annual meeting of the members and associate members of the corporation shall be held during September or October 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 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.
- c) All meetings of the members shall be conducted in accordance with Roberts Rules of Order.
- d) For the transacting of business at a regular or special meeting, fifteen (15) members shall constitute a quorum.
- e) The order of business for membership meetings shall be as follows:
 - (I) Roll call (a quorum being present).

- (II) Reading of minutes of preceding meeting and action thereon.
- (III) Reports by officers.
- (IV) Reports by committees.
- (V) Installation of new officers.
- (VI) Unfinished business.
- (VII) Miscellaneous business.
- (VIII) New business.

f) The Secretary shall cause written or printed notice of meeting to be mailed, postage prepaid, or delivered personally to each member entitled to vote thereafter at his/her post office 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.

Voting of Members

5. a) 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.
- b) Where any Member has designated more than one representative, the representatives of such Member shall cast a fractional vote, such fraction being determined as having the numerator of one (1) and a denominator of the total number of representatives of such Member voting at such meeting either in person or by proxy.
- c) No Member shall be eligible to vote whose dues or assessments are delinquent.
- d) Associate Members shall not have voting powers.

Board of Directors

6. a) 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. 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.
- b) 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.
- c) The Board of Directors shall meet at least twice annually, with one such meeting being held during the regular annual meeting.
- d) (Quorum) A majority of the number of directors fixed in paragraph 6 (a) of these By-Laws 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 By-Laws.

e) The Secretary shall provide notice of all annual or special meetings of the Board of Directors by providing notice to each Director by mail, postage prepaid, electronic communication or by personal delivery to his/her post office 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.

f) Director action by telephone may also be lawfully undertaken if every director adopts in writing the Board of Director action.

Meetings

7. The order of business shall be as follows:
 - a) Roll call (a quorum being present).
 - b) Reading of minutes of preceding meeting and action thereon.
 - c) Reports of officers.
 - d) Reports of committees.
 - e) Installation of officers.
 - f) Unfinished business.
 - g) Miscellaneous business.
 - h) New business.

Officers of the Corporation

8. The officers of the Corporation shall be:
 - a) The President; the Vice President; the immediate Past President; the Secretary; the Treasurer; and the Regional Vice Presidents.
 - b) The President, the Vice President, the Secretary and the Treasurer shall be elected by the members.
 - c) The Regional Vice Presidents shall be selected by the Members in their respective regions prior to the annual meeting.

9. 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.

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

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

b) The President shall submit a report of the operations of the Corporation 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 the Corporation may require.

c) 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.

d) 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 the corporation as in his judgment may be necessary, within the limits of funds available in the Treasury.

e) 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-President 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.

The Vice President

11. 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.

The Secretary

12. 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 and of the Board of Directors, 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.

The Treasurer

13. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and to the credit of the Corporation, in such depositories as may be designated by the Board of Directors. He/She shall disburse the funds of the Corporation as may be ordered by the President, taking proper vouchers therefore, and render to the President and Board of Directors at the regular meetings of the Board, or whenever required, an account of all transactions as Treasurer. He/she shall furnish cash bond as the Board of Directors may require. 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.

The Regional Vice-Presidents

14. 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.

Dues and Assessments

15. a) 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.

b) 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.

Tenure of Office

16. No officer shall be subject to removal, except for cause, nor shall the term of office be diminished during his/her tenure.

Compensation

17. a) The compensation of the officers of this corporation shall be fixed, and may from time to time be changed, by the Board of Directors, but in no case shall the compensation of any officer be reduced during his term of office.

b) The Directors, as such, shall not receive any stated salaries. By resolution of the Board a fixed sum of expenses, if any, may be allowed for attendance at any regular or special meeting of the Board provided, however, that nothing herein contained shall preclude any Director from serving the Corporation in any other capacity and receiving the usual compensation therefore.

Resignation

18. Any Director of the Board of Directors or officer of the Corporation 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 the Corporation.

Inspection of Books and Accounts

19. The books, accounts, and records of the Corporation 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 the Corporation 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 office of the Corporation.

a) The property of the corporation shall be managed by the Board of Directors.

b) 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.

c) From time to time to make and change rules and regulations for the management of the business and affairs of the corporation.

d) 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.

e) 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.

f) 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.

g) 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.

h) To confer by resolution upon any officer or agent of the Corporation the power to appoint, remove or suspend subordinate officers, agents or servants.

i) To determine who shall be authorized on behalf of the Corporation to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

j) 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.

k) Generally, to do all such lawful acts and things that are not expressly prohibited by statute or by these By-Laws directed or required to be exercised or done by the Members.

Notice

20. Whenever, under the provisions of these By-Laws, notice is required to be given to any Directors, officer, or member, it shall not be construed to be limited to personal notice, but such notice may be given in writing by depositing the same in the post office or letter box in a prepaid, sealed wrapper, addressed to such Director, officer, or member at their address as the same appears on the books of the Corporation, and the time when the same shall be mailed shall be deemed to be time of the giving of such notice.

Waiver of Notice

21. Whenever any notice whatever is required to be given under the provisions of these By-Laws, 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.

Amendments

22. (By-Laws) The members may amend these By-Laws in accordance with the provisions of paragraph 5 d of the Articles of Incorporation, 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 mail or e-mail.