

IAEM-USA BYLAWS
Proposed Changes (IAEM-USA Board Approved / Pending Member Vote)

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 Commonwealth of Virginia.

Section 2. Members

IAEM-USA shall consist of individuals residing in the United States, or its territories and protectorates,¹ or serving its interests outside the continental United States, who are 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

To inspire and advance the emergency management community.

Section 2. Mission

IAEM-USA's mission is to foster resilience by engaging the diverse emergency management community through professional development, networking, information exchange and

advocacy.

ARTICLE III - MEMBERSHIP

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 is eligible for membership in IAEM-USA. Continued membership shall be conditioned upon the individual remaining a member in good standing of the Association Council for which he or she qualifies for membership based on geographic location, residence or business address.

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 organization/party that provides products, services or other resources that support IAEM-USA and its members.

C. Honorary Member

Honorary membership may be awarded annually by a majority vote of the USA Board of Directors to two persons for

¹ "United States" or "USA" is intended to refer to U.S. states as well as territories and protectorates throughout this document.

outstanding contributions toward the advancement of emergency management.

D. Life Member

Life membership shall be accorded to IAEM-USA Past Presidents 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 eligible for Life membership.

E. Student Member

Student membership is intended to support future emergency management professionals. It is available to students enrolled in an emergency management-related program at a regionally accredited university at least half time, as defined by the university. Current and previous Individual Members and those who hold a CEM credential are not eligible for Student Membership. Students shall be accorded a discounted dues fee as defined in the Administrative Policies and Procedures. Student membership is available for up to six continuous years.

F. Emerging Professional

The Emerging Professional membership will support new and early-career emergency management professionals who have been employed less than 12 months and who are starting out in the field or in a related position, and for IAEM student members who are new graduates (employed or not). Those who hold a CEM credential are not eligible for Emerging Professional Membership. Emerging Professional membership is

only available for two consecutive years. Emerging Professional members shall be afforded a discounted dues fee as defined in the Administrative Policies and Procedures.

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-USA 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 30 days of receipt of the invoice shall be deemed delinquent and to have forfeited IAEM-USA membership. The IAEM-USA Board of Directors may 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, 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-USA Board of Directors, if so requested by the membership in writing. A vote of the IAEM-USA Board of Directors to terminate IAEM-USA membership for cause shall be by a two-thirds vote of the then constituted Board of Directors. Specific procedures for consideration of suspensions and terminations of membership shall be established by the IAEM Board of Directors.

Standing Committee).

Section 4. Dues

- A. The term of membership is 12 months and is based on the date on which new members join IAEM.
- 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. 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 5. Fiscal Year

The Fiscal Year is June 1 to May 31.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Board of Directors

IAEM-USA is governed by a Board of Directors. The Board is comprised of:

- A. Officers;
- B. Regional Presidents (representatives from each of the properly constituted Regions of IAEM-USA);
- C. Ex-Officio members including the Executive Director and the Diversity, Equity, and Inclusion Advisor (Board-appointed representative from the Diversity, Equity, and Inclusion

Section 2. Duties of Directors

- A. Establish IAEM-USA policy to include strategic guidance and oversight of IAEM-USA programs and activities.
- B. Study issues and needs of the association, as profiled in the Administrative Policies and Procedures.
- C. Represent and serve members within the director's respective constituency.
- D. Participate in Board of Directors monthly teleconferences, as well as up to three annual live meetings.
- E. Approve the annual IAEM-USA budget, as discussed in the Administrative Policies and Procedures.
- F. Serve as a board liaison to at least one of IAEM-USA's groups. This important duty is identified in detail in the Administrative Policies and Procedures.

Section 3. Officers

The officers of IAEM-USA shall be the President, First Vice President, Second Vice President, Immediate Past President Secretary, and Treasurer. The President, First Vice President, Second Vice President, and Immediate Past President are referred to as the Presidential Team, as detailed in the Administrative Policies and Procedures.

Section 4. 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 groups; 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; developing a slate of nominations of chairs and vice-chairs to different groups in IAEM, special appointments, and global appointments; appoint a Task Force and Chair, and performing such other duties as required and provided for in the Administrative Policies and Procedures.

- B. 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. The First Vice President serves as a liaison to the regional presidents and leads Quarterly Regional Presidents Meetings The First Vice President should ensure that regional bylaws are maintained and enforced, with the assistance of the regional presidents and the Bylaws Committee.
- C. 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. The Second Vice President serves as a liaison to the different groups in IAEM and leads Quarterly Meetings of the Chairs.
- D. The Immediate Past President shall assist the President in representing IAEM-USA as needed, and perform other duties as required by the Administrative Policies and Procedures.

E. The Secretary shall ensure the maintenance of accurate records of the proceedings of all meetings of the membership, the Board of Directors, and the Executive Committee; and perform such other duties as required by the Administrative Policies and Procedures.

F. The Treasurer shall ensure the maintenance of accurate up-to-date records of all monies and securities belonging to IAEM-USA in accordance with the Administrative Policies and Procedures.

Section 5. Regional Presidents

Regional Presidents are elected representatives from each of the properly constituted Regions of IAEM-USA.

Section 6. Duties of Regional Presidents

A. 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. Regional Presidents also ensure their region elects a vice president and has other officers as needed (elected or appointed).

B. Facilitate IAEM-USA programs and priorities through routine two-way regional communications.

Section 7. Ex-Officio

A. Executive Director represents IAEM-

USA's contracted association management firm.

- B. Diversity, Equity, and Inclusion Advisor provides insights on contemporary views, perspectives and regulations relating to diversity, equity, and inclusion.

Section 8. Duties of Ex-Officio

- A. The Executive Director is responsible for daily operations of the association. Their role on the Board is to advise on administrative and management functions required for effective and efficient continued operations of our non-profit organization.
- B. The Diversity, Equity, and Inclusion Advisor is responsible for increasing the awareness and resources available to enhance the diversity and equity practices within IAEM-USA. The Advisor shares and gathers information from the Diversity, Equity, and Inclusion Committee.

Section 9. Qualifications of Officers & Regional Presidents

- A. To be elected or appointed as a national 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 or caucus chair, or been an active committee or caucus member for two consecutive years.
 - 3. Have obtained and will maintain throughout the term an Associate Emergency Manager (AEM®) or

Certified Emergency Manager (CEM®) as conferred by the IAEM Certification Program.

- 4. In order to be placed on the ballot for election to office, the person must also meet the qualifications as established in the Administrative Policies and Procedures.

- B. To be elected or appointed a 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.
 - 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 10. 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 prior to the Annual Conference, in accordance with the Administrative Policies and Procedures.

- D. Regional Presidents shall be elected by their constituents for two-year staggered terms. 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 11. 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 the 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 Conference President's Banquet.
- B. The Secretary, Treasurer, and Regional Presidents are limited to no more than three consecutive terms of office. Regional bylaws can be more restrictive.

Section 12. 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.
- F. If a vacancy occurs in the office of the Regional President, it shall be filled in accordance with the bylaws of that Region.

Section 13. Suspension and Removal of Directors

- A. Removal of Officers: An IAEM-USA Officer may be removed for cause by a two-thirds vote of the remaining voting members of the Board of Directors, at any regular or special meeting of the Board where a quorum is present. An officer may be removed only at a meeting for which the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the officer. The removal must also be placed on the agenda for the meeting.
- B. Removal of Regional Presidents: If the Board of Directors votes to remove an IAEM-USA director who is a Regional President, the Association shall submit to the voting members of that region a ballot by which the region's members will be provided the opportunity to vote for or against the Regional Director's removal. The written or electronic ballot must be

presented to the region's eligible voting membership only and such member vote completed within 30 days of the Board's initial vote to remove the Regional President. The decision of the region's eligible voting membership on the removal shall be conclusive of the matter. Removal of the Regional Director by vote of the members in their region shall thereafter preclude that Regional Director from serving as a director of the Association.

C. Member-Initiated Removal: Members of the Association may file with the Board of Directors a petition to remove a director for cause. A petition requesting that a vote be held to remove a director must be signed by no less than ten percent of the members eligible to vote. When a petition meeting this requirement is filed with the Board, the Association shall prepare and present a ballot of its voting membership to cast their votes for or against the director's removal. The removal ballot must be submitted to the voting membership within 30 days of the date on which the petition is filed with the Board. A two-thirds vote of those members casting votes on the removal ballot is required to remove the director. Only members who are eligible to vote on matters properly placed before the membership as provided in these Bylaws are authorized to vote on removal. If the director is a Regional President, only members of that region who are eligible to vote may petition to remove them and participate in the vote to remove. Removal of the director shall thereafter preclude that individual from serving as a director of the Association.

ARTICLE V – BOARD OF DIRECTORS MEETINGS

Section 1. Board Meetings

- A. Immediately following the Annual Conference, the Board of Directors shall meet to determine policy for the ensuing year. This will include a brief review of the Strategic Plan, as discussed in the Administrative Policies and Procedures.
- B. The Board of Directors shall meet virtually on a monthly basis as well as annually for a Board Retreat. The last meeting of the term is immediately prior to the Annual Conference.
- C. 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.
- D. 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.
- E. 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 2. Quorum

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

Section 3. Executive Committee

- A. The Executive Committee of the Board of Directors shall consist of the following officers: President, First Vice President, Second Vice

President, Immediate Past 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 Executive Director and the Diversity, Equity, and Inclusion Advisor (non-voting members) will also attend.

- 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 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 4. 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 5. Administrative Policies and Procedures

- A. At the Board meeting immediately following the Annual Conference, 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 website within 30 days of adoption by the Board of Directors.

ARTICLE VI - MEETINGS

Section 1. Meetings of the Membership Body

- A. The Annual General Membership Meeting 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 Membership 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. 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.
- B. Voting by proxy is not permitted.

ARTICLE VII – GROUPS

Section 1. Groups

IAEM-USA has numerous groups outlined in the Administrative Policies and Procedures to address ongoing, operations functions, specific assignments of limited duration, and discipline-specific issues.

Section 2. Group Leadership Appointments

Within thirty (30) days after taking the Oath of Office, the President shall, with the consent of the Board of Directors, appoint chairs and vice-chairs to the different groups in IAEM and submit appropriate amendments to the lists in the Administrative Policies and Procedures.

The President shall then appoint and give a mandate to each.

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, in compliance with Global Bylaws qualifications.

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.

- A. Individual, Affiliate and Life members in good standing have the right to: Vote, according to the process established in the Administrative Policies and Procedures on:
 1. Amendments to the Bylaws.
 2. Election of officers and directors.
 3. Matters of business arising at the Annual General Membership

Meeting.

- B. Members are eligible to hold office and leadership roles according to guidelines established in Administrative Policies and Procedures. Life Members and Student Members may not hold office.

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 General Membership 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

Eligible voting members must be given 30 days to vote on potential amendments to these Bylaws pursuant to procedures established in the Administrative Policies and Procedures. Approval requires two-thirds of the votes cast

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 IAEM-USA Board of Directors.

This document shall take effect immediately upon its passage by the

membership, and supersede all constitutions and bylaws previously adopted.

Pending Adoption.