

# **BYLAWS OF REGION 4**

## **OF THE**

### **INTERNATIONAL ASSOCIATION OF EMERGENCY MANAGERS-USA COUNCIL**

Adopted on April 24, 2025

#### **ARTICLE I. ORGANIZATION**

##### **Section 1. Region Relationship to IAEM-USA**

- A. Region 4 is a sub-unit of the International Association of Emergency Managers-USA Council (IAEM-USA). As such, IAEM-USA Region 4 operates under the authority of IAEM-USA.
- B. IAEM-USA is a nonprofit organization incorporated in and under the laws of the Commonwealth of Virginia. Accordingly, IAEM-USA Region 4 operates consistent with the laws of the Commonwealth of Virginia, with these Bylaws, with the IAEM-USA Bylaws, and with administrative policies and procedures adopted by the IAEM-USA Board of Directors.

##### **Section 2. Geographic Scope**

IAEM-USA Region 4 shall include the states of Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, and Tennessee and any other geographic entities assigned to the region as provided by the administrative policies and procedures adopted by the IAEM-USA Board of Directors.

#### **ARTICLE II. REGION OBJECTIVES AND PURPOSE**

##### **Section 1. Objectives**

IAEM-USA Region 4 seeks to support the vision and mission of IAEM-USA and to serve the emergency management profession within IAEM-USA Region 4. In addition, IAEM-USA Region 4 strives to provide its members with an avenue for sharing emergency management-related information, lessons learned, and best practices; and to strengthen collaboration and partnerships within Region 4.

##### **Section 2. Purpose**

IAEM-USA Region 4 purposes include, but are not limited to, the following:

- A. Supporting the efforts of emergency managers in the region to reduce the effects of disasters on life, property, and the environment by working together to build disaster-resilient communities.
- B. Functioning as a clearinghouse for discussion and education related to all-hazards emergency management in Region 4.
- C. Providing a forum for creative and innovative problem solving on emergency management issues.
- D. Maintaining professional standards for emergency management practitioners in Region 4.

- E. Fostering informed decision making on public policy related to emergency management in Region 4.
- F. Fostering a more diverse, inclusive, and equitable membership within Region 4.

Any and all programs and activities conducted by the Region must at all times be entirely consistent with the tax-exempt mission and purposes of the IAEM-USA.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Composition**

IAEM-USA Region 4 shall consist of individuals who are members in good standing of IAEM-USA, who are professionally engaged or interested in promoting emergency management or an allied field, and who work or reside in the geographic area of Region 4 as defined in Article I, Section 2, above, and by administrative policies and procedures adopted by the IAEM-USA Board of Directors.

### **Section 2. Eligibility**

Any person who is a member of IAEM-USA in good standing as defined by the IAEM-USA Bylaws, and who works or resides within the geographic area of IAEM-USA Region 4 shall be considered members of IAEM-USA Region 4. IAEM-USA determines regional membership using the mailing address provided by the member when they join IAEM-USA. A member may be affiliated with only one region of IAEM-USA for voting and dues-payment purposes.

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

Membership dues and fees shall be set, collected, and paid in accordance with the IAEM-USA Bylaws. Persons wishing to vote at IAEM-USA Region 4 business meetings and elections must be members in good standing of IAEM-USA at the time they cast their vote.

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

The fiscal year for IAEM-USA Region 4 shall be the same as that established for IAEM-USA, June 1 to May 31.

## **ARTICLE IV. OFFICERS**

### **A. Officers**

The officers of IAEM-USA Region 4 shall be a President, Vice President, Secretary, Treasurer, Communications Officer, State Representatives and Immediate Past President.

### **B. Officer Duties and Responsibilities**

#### **1. President**

The duties of the President of Region 4 shall include, but are not limited to, the following:

- a. Presiding over meetings of IAEM-USA Region 4.
- b. Lead the Region 4 Board

- c. Serving as the Region's voting representative on the IAEM-USA Board of Directors.
- d. Serving as the liaison between IAEM-USA and IAEM members in Region 4.
- e. Fostering a diverse, inclusive, and equitable IAEM-USA membership within Region 4.
- f. Proposing expenditures to the Region's membership, depending on the availability of regional funds.
- g. Approving the payment of financial obligations in accord with administrative policies and procedures adopted by the IAEM-USA Board of Directors.
- h. Appointing chairs of Region 4 Committees as necessary.
- i. Performing other duties as required or authorized by these Bylaws, the IAEM-USA Bylaws, or administrative policies and procedures adopted by the IAEM-USA Board of Directors.

## **2. Vice President**

The duties of the Vice President of Region 4 shall include, but are not limited to, the following:

- a. Performing the duties of the President in the event the President's absence or disability prevents them from performing their duties as President. Such duties may include:
  - 1) Representing Region 4 at various meetings if the President is unable to attend.
  - 2) Casting a vote on behalf of Region 4 if formally authorized to do so by the President and in accord with the IAEM-USA Bylaws and any applicable IAEM-USA administrative policies and procedures. In such cases, the Vice President shall submit a written record of their actions to the President.
  - 3) With the Treasurer, jointly authorizing payment of Region 4 expenditures if the President is unable to fulfill this responsibility.
- b. Serve as a voting member of the Region 4 Board.
- c. Performing other duties as assigned by the President, in accordance with these Bylaws, with the IAEM-USA Bylaws, and administrative policies and procedures adopted by the IAEM-USA Board of Directors.

## **3. Secretary**

The duties of the Secretary of Region 4 shall include, but are not limited to, the following:

- a. Maintaining accurate records of the proceedings of all meetings of Region 4.
- b. Serve as a voting member of the Region 4 Board.
- c. Assisting the Treasurer with fund raising activities to include support for the IAEM Student Scholarship activities at the annual conference.
- d. Performing other duties as assigned by the President, in accord with these Bylaws, with the IAEM-USA Bylaws, and administrative policies and procedures adopted by the IAEM-USA Board of Directors.

**4. Treasurer**

The duties of the Treasurer of Region 4 shall include, but are not limited to, the following:

- e. Maintaining accurate, up-to-date records of all monies and securities belonging to Region 4 and verifying that the financial records of IAEM-USA are maintained and that all fiscal guidelines are followed.
- f. Jointly with the Vice-President, authorizing payment of Region 4 expenditure if the President is unable to fulfill this responsibility.
- g. Coordinating all fundraising activities of Region 4, including providing support for fundraising for the IAEM Student Scholarship Program.
- h. Serve as a voting member of the Region 4 Board.
- i. Performing other duties as assigned by the President, in accord with these Bylaws, with the IAEM-USA Bylaws, and administrative policies and procedures adopted by the IAEM-USA Board of Directors.

**5. Communications Officer**

The duties of the Communications Officer of Region 4 shall include, but are not limited to, the following:

- a. Maintaining outward facing communications, social media accounts, and advertisements to include updating the IAEM Region 1 webpage on an annual and ad hoc basis as needed.
- b. Serve as a voting member of the Region 4 Board.

**6. State Representatives**

Each state in IAEM Region 4 will provide one member to represent their state. The duties of a State Representative shall include, but are not limited to, the following:

- a. Represents each states' unique concerns and interests as a voting member of the Region 4 Board
- b. Serve as a liaison to state EM associations on behalf of the Region.
- c. Serve as a liaison to the IAEM membership within their home state

**7. Immediate Past President**

The duties of the Immediate Past President of Region 4 shall include, but are not limited to, the following:

- a. Providing continuity of operations for the Region by serving as a non-voting member of the Region 4 Board.
- b. Performing other duties as assigned by the President, in accord with these Bylaws, with the IAEM-USA Bylaws, and administrative policies and procedures adopted by the IAEM-USA Board of Directors.

**C. Officer Qualifications**

To be considered for election as an officer of Region 4, a member shall meet the following

requirements at the time of seeking office, and during any term in office:

1. Be a member in good standing of IAEM-USA for a minimum of two consecutive calendar years prior to seeking regional office.
2. Be a current member in good standing of IAEM-USA Region 4.
3. If seeking office as a Regional President, have obtained and maintain throughout the term an Associate Emergency Manager (AEM®) or Certified Emergency Manager (CEM®) as conferred by the IAEM Certification Program.

#### **D. Method of Officer Selection**

Region 4 officers shall be selected as follows

1. The Vice-President, Secretary and State Representatives from Alabama, Florida, Georgia, and Kentucky shall be elected in years ending in even numbers.
2. The Treasurer, Communications Officer and State Representatives from Mississippi, North Carolina, South Carolina, and Tennessee shall be elected in years ending in odd numbers.
3. The President and the Immediate Past President are not elected. The Vice-President takes over as President at the end of their predecessor's term and the President becomes the Immediate Past President at the end of the President's term.
4. Elections shall precede the annual meeting of IAEM-USA and will be conducted as prescribed by IAEM-USA Bylaws and applicable IAEM-USA administrative policies and procedures.
5. Persons elected to office shall take office effective at the time of installation of IAEM-USA Officers, which typically occurs at the annual meeting of IAEM-USA.
6. If no one is elected to fill the Communication Officer and/or any State Representative position the President may fill those position by appointment with the concurrence of the Region 4 Board.

#### **E. Term of Office and Term Limits**

1. The term of office for Region 4 President, Vice President, Secretary, Treasurer, Communications Officer, State Representatives and Immediate Past President shall be two years.
2. Officers are eligible to serve for not more than two consecutive two-year terms, for a total of four consecutive years in an officer position.
3. After a two-year break from holding a specific office, officers may run for the same officer position again. Officers may also run for another officer position after reaching the term limit on their current position.
4. Officers may not run for or serve in more than one officer position at a time.

#### **F. Officer Vacancies**

1. If a vacancy occurs in the office of President, the Vice President will become the President, and the Secretary will become the Vice President. The new President will then appoint an

interim Secretary from eligible IAEM-USA Region 4 members in good standing to complete the term.

2. If a vacancy occurs in the office of Vice President, the Treasurer will become the Vice President. If the Treasurer is unable to fill the role of the Vice President, the President will appoint an eligible member in good standing of IAEM-USA Region 4 to complete the term.
3. If a vacancy occurs simultaneously in the office of the President and the Vice President, the Secretary shall become acting President and the Treasurer acting Vice President for a period not to exceed six months, until a special election can be held to fill the vacant positions.
4. If no elected officer is available to fill the unexpired term of Region 4 President until an election can occur, the IAEM-USA President shall appoint an eligible member in good standing of Region 4 to act as President for the remainder of the vacated term. The Region 4 President will then appoint a Vice President and a Secretary and Treasurer until an election can be held at a regular or special meeting of Region 4 members.
5. If a vacancy occurs in the offices of the Secretary, Treasurer or Communications Officer, the President shall, with the Region 4 Board's confirmation, appoint a qualified member to fill the vacancy for the remainder of the term.
6. If a vacancy occurs in the office of the Immediate Past President, the office shall remain open until the then-President assumes the position of the Immediate Past President.
7. If a vacancy occurs due to a Region officer being elected to a position as an IAEM-USA officer, the individual will continue their Region 4 responsibilities until sworn in as a national officer.
8. When a Region officer is appointed to serve the unexpired term of a predecessor in office following a vacancy, the individual appointed to serve is eligible to finish the unexpired term of the officer they succeed, and may then serve two consecutive, two-year terms if elected by Region 4 members.

#### **G. Removal of an Officer**

1. If at any time an elected or appointed officer of Region 4 ceases to be a member in good standing of IAEM-USA, moves outside the geographic scope of Region 4, or leaves emergency management or an allied profession, the officer will automatically be removed from office, creating a vacancy.
2. An elected or appointed officer of Region 4 may be removed from office for cause by a two-thirds vote of the members in good standing of Region 4 who are eligible to vote. The vote to remove must be held at a meeting called for that purpose. Before the meeting at which the removal vote is to be held, the Secretary or their designee must notify the officer in writing, either electronically or by registered mail, of the time and place of the vote and the basis for removal. The officer must be given at least fifteen (15) business days after receiving the notice to reply in writing to the allegations in the notice.

**ARTICLE V. REGION 4 BOARD**

- A. The Region 4 Board shall conduct the administrative business of IAEM-USA Region 4, subject to the limitations imposed by these Bylaws, by the IAEM-USA Bylaws, and by the administrative policies and procedures adopted by IAEM-USA.
- B. The Region 4 Board shall consist the President, Vice President, Secretary, Treasurer, Communications Officer, all State Representatives and the Immediate Past President.
- C. Board shall meet at the call of the President. Meetings of the Region 4 Board may be held in-person or virtually.
- D. A majority of the voting members of the Region 4 Board shall constitute a quorum.
- E. The Secretary shall maintain minutes of the Board's meetings, which it shall share with Region 4 members within fifteen (15) days of approval of the minutes by the Region 4 Board. The Region 4 Board shall also provide an annual report on its activities to the membership at the annual meeting.
- F. The Region 4 Board shall not have the power to take any action in conflict with a vote by the members, these Bylaws, the IAEM-USA Bylaws, or the administrative policies and procedures adopted by IAEM-USA Board of Directors.

**ARTICLE VI. COMMITTEES****A. Establishing Committees**

The President of Region 4 may, in their discretion and in consultation with the Region 4 Board, designate standing or ad hoc committees to assist in assessing and addressing issues impacting the Region. The President also may appoint members in good standing of Region 4 to serve as chair of the committee to oversee and facilitate committee meetings. All committees will have a Board Liaison appointed by the President.

**B. Committee Membership**

Membership on committees may be solicited at the Annual Business Meeting of the Region or at other times as necessary. The President also may, in their discretion and in consultation with the Region 4 Board, appoint members in good standing of Region 4 to serve as members of the committee. Region members appointed to the committee shall serve at the pleasure of the Region 4 Board.

**ARTICLE VII. MEETINGS****A. Required Annual Business Meeting**

The membership of IAEM-USA Region 4 shall hold a business meeting at least once each year. The annual business meeting may be held in conjunction with the IAEM-USA annual conference, or at another time, as determined by the Regional President with written notice of such meeting delivered to IAEM-USA.

**B. Additional Meetings**

Additional Region 4 member meetings may be held throughout the year at the discretion of the President.

### **C. Method of Meeting**

Meetings of the members of Region 4 may be conducted in person, or virtually.

### **D. Parliamentary Authority**

Region 4 meetings shall be conducted in accordance with Robert's Rules of Order.

### **E. Quorum**

A quorum for the purpose of conducting business at a meeting of the Region's membership shall be not less than ten (10) IAEM-USA Region 4 members in good standing. Where less than a quorum is present the meeting may be adjourned unless the meeting agenda includes information sharing and actions that do not require membership approval.

### **F. Voting**

1. Members in good standing of IAEM-USA Region 4 shall be eligible to vote on any issue put before Region 4 members as provided by the IAEM-USA Bylaws.
2. Unless otherwise specified in these Bylaws, in the IAEM-USA Bylaws, or in administrative policies and procedures adopted by the IAEM-USA Board of Directors, voting on the business of Region 4 requires a majority of the eligible members casting votes.
3. Election of Region 4 officers shall take place utilizing the electronic voting capability of IAEM-USA. Elections will take place at least thirty (30) days in advance of the IAEM-USA Annual Meeting and Conference. Results of the election will be announced at the Annual Meeting and Conference. The Region shall share the results of the election with its membership in an electronic communication for that purpose.
4. Voting by proxy is not permitted.

## **ARTICLE IX. DISCLAIMER OF ENDORSEMENT**

No member of IAEM Region 4 shall have authority to endorse or recommend any product, service, or organization on behalf of IAEM-USA unless pre-authorized by the IAEM-USA Board of Directors.

## **ARTICLE X. AMENDMENT OF REGION 4 BYLAWS**

### **A. Two-Thirds Vote of Region Members Required**

These Bylaws may be amended by a vote of the members in good standing of Region 4 who are eligible to vote. Proposed amendments must be approved ***by at least two-thirds (2/3) of the votes cast by eligible members.***

### **B. Proposing Amendments for Member Vote**

1. The Region 4 Board, by a two-thirds (2/3) vote of the board members, may place proposed amendments to these Bylaws on the ballot for a vote by the members of Region 4 in good



standing who are eligible to vote.

2. Members of Region 4 who are in good standing and are eligible to vote may petition to place proposed amendments to these Bylaws on the ballot for a vote of the region's members by obtaining the signatures on a petition for that purpose. Such member petitions shall be signed by no less than ten percent (10%) of Region 4 members who are eligible to vote. The petition must clearly specify the changes proposed to these Bylaws in writing using underline and strikeout text.

### **C. Voting on Proposed Amendments**

1. All proposed changes to the Bylaws must be shared electronically with members in good standing of Region 4 at least thirty (30) days prior to any vote on the proposed amendments.
2. Members of Region 4 shall be given no less than thirty (30) days in which to cast their vote on the proposed amendments to these Bylaws. Members may vote on proposed amendments to these Bylaws using electronic means following the procedures set forth in the IAEM-USA Bylaws or applicable IAEM-USA administrative policies and procedures.
3. Region 4 shall share the results of the vote with its members, including the total votes for and against the proposed Bylaws amendment, in an electronic communication for that purpose.

### **ARTICLE XI. EFFECTIVE DATE**

This document shall take effect immediately on its approval by a majority of votes cast by eligible members in good standing of IAEM-USA Region 4. On approval of these Bylaws by the members, the newly approved Bylaws supersede all previously-adopted Bylaws.