

# **INTERNATIONAL ASSOCIATION OF EMERGENCY MANAGERS (IAEM)**

## **USA COUNCIL**

### **BYLAWS OF REGION 9**

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Adopted on [*date of formal adoption*].



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## ARTICLE I. ORGANIZATION

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

- A. Region 9 is a sub-unit of the International Association of Emergency Managers-USA Council (IAEM-USA). As such, IAEM-USA Region 9 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 9 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

- A. IAEM-USA Region 9 shall include Arizona, California, Hawaii, Nevada and Guam, the Commonwealth of the Northern Mariana Islands, and American Samoa.
- B. This includes all the local jurisdictions (municipalities and counties) within all states, in addition to, all tribal nations 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. REGIONAL OBJECTIVES AND PURPOSE

### Section 1. Objectives

IAEM-USA Region 9 seeks to support the vision and mission of IAEM-USA and to serve the emergency management profession within IAEM-USA Region 9. In addition, IAEM-USA Region 9 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 9.

### Section 2. Purpose

IAEM-USA Region 9 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 9.
- C. Providing a forum for creative and innovative problem solving on emergency management issues.
- D. Maintaining professional standards for emergency management practitioners in Region 9.
- E. Fostering informed decision making on public policy related to emergency management in Region 9.

F. Fostering a more diverse, inclusive, and equitable membership within Region 9.

Any and all programs and activities conducted by Region 9 must at all times be entirely consistent with the tax-exempt (US Internal Revenue Code 501(c)(3)) mission and purposes of the IAEM-USA.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Composition**

IAEM-USA Region 9 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 9 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 9 shall be considered members of IAEM-USA Region 9. 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 9 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 9 shall be the same as that established for IAEM-USA, June 1 to May 31.

## **ARTICLE IV. REGION 9 BOARD OF REGIONAL OFFICERS**

### **A. Officers**

The Region 9 Board shall consist of the President, Vice President, Secretary, Treasurer, and Immediate Past President of IAEM-USA Region 9.

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

#### **1. Regional President**

The duties of the President of Region 9 shall include, but are not limited to, the following:

- a. Presiding over meetings of IAEM-USA Region 9.
- b. Serving as the Region's voting representative on the IAEM-USA Board of Directors.
- c. Serving as the liaison between IAEM-USA and IAEM members in Region 9.

- d. Fostering a more diverse, inclusive, and equitable IAEM-USA membership within Region 9.
- e. Proposing expenditures to the Region's membership, depending on the availability of regional funds.
- f. Approving the payment of financial obligations in accord with administrative policies and procedures adopted by the IAEM-USA Board of Directors.
- g. Appointing chairs of Region 9 Committees and Task Forces as necessary.
- h. 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. Regional Vice President**

The duties of the Vice President of Region 9 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 9 at various meetings if the President is unable to attend.
  - 2) Casting a vote on behalf of Region 9 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 9 expenditures If the President is unable to fulfill this responsibility.
- 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. Provide oversight of the bylaws and strategic planning committees.

## **3. Regional Secretary**

The duties of the Secretary of Region 9 shall include, but are not limited to, the following:

- a. Maintaining accurate records of the proceedings of all meetings of Region 9. Maintaining or causing to maintain records of all Region 9 business and official correspondence.
- 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. Provide oversight of the public affairs and community and member engagement committees.

#### **4. Regional Treasurer**

The duties of the Treasurer of Region 9 shall include, but are not limited to, the following:

- a. Coordinating all fundraising activities of Region 9, including providing support for fundraising for the IAEM Student Scholarship Program, support for Region 9 as well as the Region 9 Symposium.
- b. Maintaining accurate, up-to-date records of all monies and securities belonging to Region.
- c. Jointly with the Vice-President, authorizing payment of Region 9 expenditures If the President is unable to fulfill this responsibility.
- d. Cooperating with the Region 9 President and Vice President in carrying out the annual internal audit/compilation or any special audits/compilations.
- e. Develop in coordination with the President an annual budget to be approved by the Region 9 Board prior to the deadline established by IAEM-USA.
- f. 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. Regional Immediate Past President**

The duties of the Immediate Past President of Region 9 shall include, but are not limited to, the following:

- a. Assisting in providing continuity of operations for the Region.
- 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. Regional Officer Qualifications**

To be considered for election as an officer of Region 9, a Region 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 9.
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 Regional Officer Selection**

Region 9 officers shall be selected as follows:

1. The President and Secretary shall be elected in years ending in odd numbers. The Vice President and Treasurer shall be elected in years ending in even numbers.



2. 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.
3. 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. However, regional officers will begin their transition prior to the annual meeting.

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

1. The term of office for Region 9 President, Vice President, Secretary, Treasurer, and Immediate Past President shall be two (2) consecutive years.
2. Officers are eligible to serve for not more than two (2) consecutive two-year terms, for a total of four (4) 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. Regional 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 9 members in good standing to complete the term.
2. If a vacancy occurs in the office of Vice President, the Secretary will become the Vice President. If the Secretary is unable to fill the role of the Vice President, the President will appoint an eligible member in good standing of IAEM-USA Region 9 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 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 9 President until an election can occur, the IAEM-USA President shall appoint an eligible member in good standing of Region 9 to act as President for the remainder of the vacated term. The Region 9 President will then appoint a Vice President and a Secretary until an election can be held at a regular or special meeting of Region 9 members.
5. If a vacancy occurs in the offices of the Secretary or Treasurer, the President shall, with the Region 9 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 9 responsibilities until sworn in as a national



officer, or until an election is held.

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 9 members.
9. In cases that any current officer chooses not to fill the superior position, the remaining board members shall seek counsel from IAEM HQ and develop an amenable solution.

#### **G. Removal of a Regional Officer**

1. If at any time an elected or appointed officer of Region 9 ceases to be a member in good standing of IAEM-USA, moves outside the geographic scope of Region 9, 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 9 may be removed from office for cause by a two-thirds vote of the members in good standing of Region 9 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 9 Board**

- A. The Region 9 Board shall conduct the administrative business of IAEM-USA Region 9, subject to the limitations imposed by these Bylaws, by the IAEM-USA Bylaws, and by the administrative policies and procedures adopted by IAEM-USA of IAEM-USA.
- B. The Region 9 Board shall consist of five (5) positions which are: President, Vice President, Secretary, Treasurer, and Immediate Past President.
- C. The Region 9 Board shall meet at the call of the President. The Board shall meet at least annually and in accordance with schedule established by the Board. Meetings of the Region 9 Board may be held in-person, electronically, or by phone.
- D. A majority of the Region 9 Board shall constitute a quorum.
- E. The Secretary shall maintain minutes of the Board's meetings, which it shall share with Region 9 board members within seven (7) business days of the Region 9 Board meeting. The Region 9 Board shall also provide an annual report on its activities to the membership at the annual meeting. The Secretary shall share minutes from the annual meeting within 30 days of the annual meeting.
- F. The Region 9 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. REGIONAL COMMITTEES**

### **A. Establishing Regional Committees**

The President of Region 9 may, in their discretion and in consultation with the Region 9 Board of Regional Officers, designate standing or ad hoc committees and task forces to assist in assessing and addressing issues impacting Region 9. The Regional President, in their discretion and in consultation with the Region 9 Board of Regional Officers, may also appoint chairs and vice chairs (if necessary) to the standing committees, ad hoc committees, and task forces, and give a mandate to each of those regional standing committees, and regional ad hoc committees. Additionally, the Region 9 Regional President shall, with the consent of the IAEM-USA Board of Directors, make appropriate updates to the list of regional standing committees, regional ad hoc committees, and task forces established within Region 9.

### **B. Committee Membership**

Membership on committees and task forces 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 9 Board, appoint members in good standing of Region 9 to serve as members of committees and task forces. Region members appointed to committees and task forces shall serve at the pleasure of the Region 9 Board.

### **C. Standing Committees and Task Force(s):**

1. Bylaws Standing Committee; Shall advise and assist the Board in developing policies, procedures and Bylaws amendments in compliance with the IAEM Region 9 and IAEM-USA Constitutions/Bylaws.
2. Strategic Planning Task Force; Shall advise and assist the Board in developing, reviewing and updating the Region 9 strategic plan in support of the IAEM-Strategic Plan. This will include developing/facilitating strategic planning session (s) with the R9 board.
3. Symposium Planning Committee; Shall advise and assist the Board in coordinating the Region 9 symposium. The committee will plan, organize and support the conduct of the symposium. Provide input for the annual budget NLT January for symposium costs for the next year.
4. Public Affairs Committee; Shall advise and assist the Board in carrying out public affairs related efforts to include a regional newsletter, regional podcast, updates to the regional social media and webpage, etc.
5. Community and member engagement; Shall advise and assist the Board in carrying out community and member engagement related efforts to include developing and supporting membership outreach campaigns focused on the region.
6. Community Impact Task Force; Shall participate in IAEM-USA Community Impact Task Force

discussions as needed, and provide advice on community impact issues to the board.

7. Advisory Committee; Shall advise the Board on topics and issues of concern to the region. Advisors can be appointed to provide support in areas such as reviewing the finances/auditing of Region 9 financials and fiscal records, and other issues impacting the region.

#### **D. Official Appointment of Regional Members to Other Groups**

The Regional President of Region 9 may, in their discretion and in consultation with the Region 9 Board of Regional Officers, officially appoint regional members in good standing to serve as a representative to other national boards, caucuses, chapters, commissions, committees, consortiums, and other affiliated groups.

### **ARTICLE VII. MEETINGS**

#### **A. Required Annual Business Meeting of Region 9**

The membership of IAEM-USA Region 9 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. Quorum for the Annual Business Meeting of Region 9**

A quorum for the purpose of conducting business at a meeting of the Association's membership shall be not less than twenty (20) IAEM-USA members in good standing who are also members in good standing of Region 9. When less than a quorum is present, the official business meeting may be adjourned and/or rescheduled for another time where a quorum can be established.

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

Meetings of the members of Region 9 may be conducted in person, or electronically through video conference, conference call, or other appropriate methods.

#### **D. Parliamentary Authority**

Official business meetings of Region 9 do not need to be conducted in accordance with the most current edition of Robert's Rules of Order, but can use the modified Robert's Rules of Order as needed during the annual or other meetings.

#### **E. Additional Meetings**

Additional Region 9 member meetings, that are not deemed as official business meetings, may be held throughout the year at the discretion of the Regional President and in consultation with the Region 9 Board of Regional Officers. These meetings may be used to provide routine updates on regional activities and to conduct the general activities of the region. Quorums for these meetings are not required to be established unless the Regional President determines it

necessary. In which case, a simple quorum of the regional officers will suffice.

## **ARTICLE VIII. VOTING**

- A. Members in good standing of IAEM-USA and Region 9 shall be eligible to vote on any issue put before Region 9 members as provided by the IAEM-USA Bylaws.
- B. 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 9 requires a majority of the eligible members casting votes.
- C. Election of Region 9 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.
- D. Voting by proxy is not permitted.

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

No member of IAEM Region 9 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 REGIONAL 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 9 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 9 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 9 in good standing who are eligible to vote.
- 2. Members of Region 9 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 9 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 9 at least thirty (30) days prior to any vote on the proposed amendments.

2. Members of Region 9 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. Members also may vote on proposed amendments to these Bylaws at the annual business meeting of IAEM-USA Region 9.
3. Region 9 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 9. On approval of these Bylaws by the members, the newly approved Bylaws supersede all previously adopted Bylaws.