

# BYLAWS

## INTERNATIONAL ASSOCIATION OF EMERGENCY MANAGERS (approved 11/12/19)

### ARTICLE I – NAME AND ORGANIZATION

#### **Section 1. Incorporation**

The International Association of Emergency Managers (“IAEM” or the “Association”) is a non-profit organization incorporated by and under the laws of the State of Ohio, USA.

#### **Section 2. Members**

The Association shall consist of individuals professionally engaged or interested in the promotion of emergency management and its allied fields.

#### **Section 3. Organization**

The Association shall be the international governing body of Councils established pursuant to these Bylaws and shall provide the leadership, organizational structure, and administrative management of all facets of the international emergency management profession.

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

The Fiscal Year of the Association is June 1 to May 31.

### ARTICLE II - VISION AND MISSION

#### **Section 1. Vision**

That the International Association of Emergency Managers be recognized globally as the premier organization for emergency management.

#### **Section 2. Mission**

The mission of IAEM is to advance the profession by promoting the principles of emergency management; and to serve its members by providing information, networking and development opportunities.

### ARTICLE III – MEMBERSHIP AND DUES

#### **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 of one of the Association’s Councils is eligible for membership in IAEM. Continued IAEM 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. Member in Good Standing**

- A. IAEM members shall be considered in “good standing” with the Association if all applicable dues and other amounts are paid in full and current and so long as the member belongs to the Council for which he or she qualifies for membership.

- B. Members in good standing shall at all times, respect and abide by the Code of Professional Conduct, and the bylaws of the Association and their Council. Failure to so abide may result in sanctions imposed by the Association under these Bylaws and the Administrative Policies and Procedures, up to and including termination of membership of the Association.
- C. A failure to maintain current good standing with the applicable Council shall be grounds for immediate termination in the Association. Upon termination of membership in a Council, an individual is prohibited from reapplying for membership in another Council of the Association.

### **Section 3. Classifications 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 which provides products, services or other resources which support IAEM and its members.
- C. Honorary Member – Honorary membership in the Association is available to any person awarded honorary membership status by a majority vote of the member's Council Board of Directors for outstanding contributions towards the advancement of emergency management.
- D. Life Member – Life membership shall be accorded to Past Presidents of the Association when they are no longer associated with an emergency management function in a capacity that would make them eligible for Individual membership. Individual members who have been members in good standing for fifteen (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 a discounted membership to support future emergency management professionals. Student membership shall be available to a student enrolled in an emergency management related program at a regionally accredited university at least half time, as defined by the University; and who has not previously been an Individual Member, and who does not hold a CEM credential. Students shall be accorded a discounted membership fee as defined in the Administrative Policies and Procedures, membership in IAEM Council based on geographic location as recorded in IAEM's membership records, and the opportunity to join other bodies within their IAEM Council. Students have no voting rights. Student membership is available for up to six continuous years.
- F. Additional Membership Categories – the Board of Directors may, from time to time, establish additional membership categories and designate the qualifications, rights and duties of members of each such category.

### **Section 4. Rights of Members**

Individual, Affiliate and Life members in good standing have the right to:

- A. Individual members may hold office according to the guidelines established in these Bylaws and the Administrative Policies and Procedures and those of the respective Councils; Affiliate, Honorary, Student and Life members may not hold office.
- B. Vote according to the processes established in these Bylaws and the Administrative Policies and Procedures on (1) amendments to their Council's Bylaws; (2) election of their Council's officers; (3) such other matters as are properly placed before the membership for a vote by the Board of Directors or as may be required by the applicable Ohio statutes.
- C. Individual members may serve on the Board of Directors. All categories of membership may serve on committees according to the guidelines set forth in these Bylaws and the Administrative Policies and Procedures of the Association and the Councils.

### **Section 5. – 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 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 thirty (30) days of receipt of the invoice shall be deemed

delinquent and to have forfeited IAEM membership. The IAEM 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 these Bylaws, or 3) conduct in violation of the Association's Code of Professional Conduct. Due process shall be afforded the member who is the subject of the disciplinary action in accordance with the procedures set forth in the Association's Administrative Policies and Procedures – "Standards of Behavior and the IAEM Code of Professional Conduct" as may be amended from time to time by the Board of Directors.

## **Section 6. Dues**

Dues shall be established from time to time by the IAEM Board of Directors in a manner identified in the Administrative Policies and Procedures and at a level sufficient to cover the Association's operating and administrative costs.

- A. Association membership dues, including membership dues in excess of the Association's dues that have been established by the Association's Councils under paragraph D below, are to be paid to the Association. The Association will distribute that portion of membership dues representing the Councils' due directly to the Councils.
- B. The term of membership for which dues are paid is annual as specified in the Administrative Policies and Procedures.
- C. Dues include the base amount established by the IAEM Board of Directors to sustain Association operations. Councils determine an additional amount above the base rate needed to cover the costs of their own activities on their members' behalf.
- D. Dues and fees shall be paid as stipulated in the Administrative Policies and Procedures and thereafter will be considered delinquent. Members whose dues are delinquent for a period of 30 days and who have not made arrangements with the Association to extend the payment deadline with good cause shall forfeit membership.

## **ARTICLE IV – MEETINGS AND VOTE OF MEMBERS**

### **Section 1. Meetings of the Membership**

- A. Annual General Meeting – The Annual General Meeting of the membership shall occur on such date and at such time and location as may be designated by the Board of Directors.
- B. Special Meeting – with the majority approval of the Board of Directors, a Special General Meeting of the membership may be called by the Board to address urgent matters that require the consideration of the Association's membership. A Special Meeting of membership may also be called by written petition directed to the Chairman and signed by not less than ten percent (10%) of the Individual, Life and Affiliate members.
- C. New Business – Any new business introduced at the annual business meeting should be in writing and presented to the Board of Directors not less than thirty (30) days prior to the scheduled meeting.
- D. Council Meetings – other meetings of the Association membership are encouraged through its Councils to advance the mission of the Association.
- E. Notice – Not less than thirty (30) days prior written or electronic mail notice shall be given of the date, time, place and purpose of any meeting of the Association.

### **Section 2. Quorum**

- A. A majority of the Association's eligible voting members who are registered and present at an Annual General Meeting shall constitute a quorum for purposes of conducting business.
- B. If a quorum is present, the affirmative vote of a majority of the members present and eligible to vote shall be necessary for the adoption of any matter voted upon by the membership, unless otherwise required by law, or provided in these Bylaws or Articles of Incorporation.

## **ARTICLE V - OFFICERS**

### **Section 1. Directors**

Directors of the Association are appointed or elected to the IAEM Board by their Councils in accordance with their Administrative Policies and Procedures pursuant to Article VI Board of Directors, Section 3. Qualifications of Directors.

### **Section 2. Term**

The term of service for directors is January 1-December 31. Each term is three years.

### **Section 3. Officers**

Officers of the Association are determined by the Board of Directors from among the Directors, or their designee, and consist of the Chairman of the Board<sup>1</sup>, Finance Director, Membership & Marketing Director, Communications Director and Professional Standards Director. The Chief Executive Officer serves as a non-voting officer of the Association.

### **Section 4. Duties**

All officers perform their duties in compliance with these bylaws and the Association's Administrative Policies and Procedures.

- A. The Chairman of the Board shall lead the Association's Board of Directors in a manner that best advances the interest of IAEM and its international membership. Among the Chairman of the Board's duties are: presiding at meetings of the IAEM Board of Directors; authorizing expenditures within budget appropriations approved by the IAEM Board for international development or allocation to Councils; managing the completion of identified Board Actions and performing such other duties as required and provided for in the Administrative Policies and Procedures.
- B. Once appointed the Chairman of the Board shall, with fellow Board members, make the following appointments within the Board:
  - a. Finance Director
  - b. Membership & Marketing Director
  - c. Communications Director
  - d. Professional Standards Director
- C. The Finance Director shall work with the IAEM Chief Executive Officer (CEO) and headquarters staff to manage the global financial aspects of the Association's activities. The Finance Director will be the IAEM Board's liaison to Council Treasurers and the Association's Governance Working Group.
- D. The Membership & Marketing Director shall work with the IAEM CEO and headquarters staff to manage the membership aspects of the association's activities. The Membership & Marketing Director will be the liaison to the Councils' Membership and Marketing Committees.
- E. The Communications Director shall work with the CEO and headquarters staff to coordinate the global communications of the Association. The Communications Director will manage the representation of IAEM as an international association and will oversee the activities of IAEM HQ to publicize and represent IAEM. The Communications Director will be the liaison to the Association's Communications Work Group, which oversees the publication of the IAEM Bulletin and Web site.
- F. The Professional Standards Director shall work with the IAEM CEO and headquarters staff to coordinate all aspects of the Association's Professional Standards Program. This Directorial responsibility will include representation of the CEM® Commission and Scholarship Commission

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<sup>1</sup> The term "chairman" is not intended to be gender-specific.

on the Board. The PSD will oversee all IAEM's interaction with international standards bodies. The PSD will also be the lead officer with regard to disciplinary issues that may arise.

### **Section 5. Selection of Officers**

The officers shall be selected as follows:

- A. The Board of Directors will select from its membership a Chairman.
- B. The Chairman nominates the Finance Director, Membership & Marketing Director, Communications Director and Professional Standards Director and these nominations are agreed by the Board of Directors.

### **Section 6. Term**

The term of office for officers shall be one year. The term shall commence immediately following their selection at the first Board Meeting of each calendar year.

### **Section 7. Officer Vacancy**

- A. If a vacancy occurs in the office of Chairman of the Board, then the Board of Directors will meet at the earliest opportunity to select a new Chairman of the Board. Until this occurs the Finance Director serves as the Chairman.
- B. If a vacancy occurs in the any of the other officer positions then the Chairman of the Board shall nominate a replacement for the vacant officer position to be approved by the Board.

## **ARTICLE VI - BOARD OF DIRECTORS**

### **Section 1. Board of Directors**

The Directors of the Association shall be:

- A. One individual from each Council, appointed or elected by that Council pursuant to the Council's bylaws;
- B. One additional individual from each Council for each increment of 500 Individual members of the Association from that Council's geographic region, provided however that the maximum number of directors from a single Council shall not exceed four (4).

### **Section 2. Duties**

The Board of Directors shall act as liaisons between the Association, the Councils, and members of the Association. The Board shall supervise, control, and direct the affairs of the Association; determine the Association's Administrative Policies and Procedures within the limits of the Bylaws; actively pursue the Association's purposes; and have discretion in the disbursement of the Association's funds. The Board of Directors may adopt rules for the conduct of its business and may appoint such agents as it considers necessary.

### **Section 3. Qualifications of Directors**

Councils shall determine their representatives to the Board of Directors using their own method of selection. To qualify for service to the Board of Directors, a director shall meet the following requirements:

- A. Be a current Individual member and have completed a minimum of two consecutive years as an Individual member immediately prior to seeking office.
- B. Served as a council or regional officer, committee chair, or been an active committee member for two

consecutive years.

- C. Must be appointed consistent with their Council bylaws.

#### **Section 4. Meetings**

- A. The Board of Directors shall meet to conduct business at such times as the Chairman of the Board may direct, provided that the Board shall conduct a minimum of two (2) meetings each year. The members of the Board shall be notified in accordance with the APPs.
- B. The Chairman of the Board 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. A minimum of ten (10) days notice must be given to all members of the Board of Directors when a Special Board Meeting is called.
- C. Meetings of the Board of Directors may take place in person or via teleconference, videoconference, or other electronic means.
- D. The CEO, or a representative of the CEO, shall be present for all meetings of the Board of Directors. The CEO's staff shall administer and record the meetings.

#### **Section 5. Quorum**

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

#### **Section 6. Removal of Directors**

A Director may be suspended or removed from the Board of Directors for good cause upon a two-thirds vote of the entire Board of Directors. Good cause shall include but is not limited to a violation of the Association's Code of Ethics or absence, unexcused by the Chairman of the Board, from two consecutive meetings of the Board of Directors. Prior to such suspension or removal, the Director is to be provided twenty (20) days written notice of the proposed Board action and an opportunity for a hearing before the Board of Directors.

### **ARTICLE VII –WORK GROUPS**

- A. The IAEM Board will be supported by Work Groups as defined in the Administrative Policies and Procedures. The Board shall review activities and leadership of work groups at least annually.
- B. The Board may invite any member of the Association to lead or participate in a work group.

### **ARTICLE VIII - COUNCILS, REGIONS AND CHAPTERS**

The organized structure of IAEM shall be comprised of the following subdivisions:

#### **Section 1. Councils**

**Councils** are the legal sub-unit of the Association and are created by the Board of Directors subject to the provisions of the Administrative Policies and Procedures. Councils may be established on a national or multinational level and shall be autonomous in dealing with structure, policies and issues pertinent to their geographical area. No Councils may be created lower than the national level. Each Council shall establish Bylaws, which substantially comply with the Association's Bylaws. Student members are non-voting members of the most appropriate council of their current residence.

#### **Section 2. Regions**

Regions are optional geographical sub-divisions of Councils and are created by Councils in accordance with their respective Bylaws.

Student regions are optional sub-divisions of Councils. They are developed and approved by the geographic Council. The IAEM Council shall set the minimum requirements for student regions, subject to the approval of a simple majority of the IAEM Board of Directors.

### **Section 3. Chapters**

Regions, with the approval of their respective Council's governing body, may create further functional subdivisions, called Chapters in order to localize activities of their membership.

Student chapters are optional subdivisions of student regions that are chartered at educational institutions. They are jointly developed and approved by both the geographic Council and their Student Region. The IAEM Council shall set the minimum requirements for Student Chapters, subject to the approval of a simple majority of the IAEM global Board of Directors.

### **Section 4. Meetings**

Councils, Regions and Chapters are encouraged to hold meetings, in accordance with their Bylaws.

### **Section 5. Authority**

No Council, Region, Chapter or other sub-unit of the Association shall incur any debt, liability or other financial or contractual obligation on behalf of the Association without the prior written approval of the Association's Board of Directors (they may do so on behalf of the council).

## **ARTICLE IX. OWNERSHIP OF INTELLECTUAL PROPERTY**

**Section 1.** The trademarks and logos of the Association, as well as other intellectual property created by and used by the Association, are the property of IAEM USA and shall not be used by any person or entity without the express written permission of the IAEM USA Board.

**Section 2.** The IAEM USA Board, is authorized to grant authority to persons or entities, including, but not limited to, Councils, Regions and Chapters to use the Association's intellectual property, either through a limited license or other contractual agreement, provided that such license or contractual agreement specify that ownership of the intellectual property is retained by the Association.

**Section 3.** The IAEM USA Board is authorized to enforce the Association's ownership interests in the Association's intellectual property through all lawful means open to the Association including, but not limited to, enforcement of rights through litigation.

**Section 4.** IAEM Global retains ownership of the intellectual property created by Global, such as the Professional Development Training Certificate program and other programs being created for the international community.

## **ARTICLE X - AMENDMENT OF BYLAWS**

Eligible voting members must be given 30 days to vote on potential amendments to these Bylaws. 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 the Association in all cases not provided for in these Bylaws or in the Administrative Policies and Procedures.

## **ARTICLE XII – LANGUAGE**

The official language of IAEM is English. Councils may use additional languages as desired.

## **ARTICLE XIII - DISCLAIMER OF ENDORSEMENT**

No individual member or group of members representing the Association shall have authority to endorse or recommend any product, service, or organization in the name of the Association, or by elected or appointed title unless so authorized in writing by the Board of Directors.

**ARTICLE XIV. DISSOLUTION**

Upon dissolution of the Association, any funds remaining after payment of the Association debts and liabilities as required by law shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations selected by the Board of Directors.

| Bylaws amended by the membership 12 November 2019.