

BY-LAWS

IAEM – USA

**CRITICAL INFRASTRUCTURE & BUSINESS CONTINUITY CAUCUS
(CI&BC CAUCUS)**

Executive Summary & History

On August 18, 2020, USA - President of the International Association of Emergency Managers (IAEM), Teri Smith, utilized the authority vested in her to create a “caucus” “Critical Infrastructure & Business Continuity (CI &BC)” to represent the issues, goals, and objectives of critical infrastructure and business continuity practitioners. The creation of the Caucus was approved by the IAEM Board of Directors.

These Bylaws were accepted and established by the newly-created Caucus on September 8, 2020.

Authority

In accordance Article VII, Section 3 of the IAEM – USA Bylaws permit Caucuses to be developed; Article III, Section A of the IAEM – USA Administrative Policies and Procedures provides the mechanism for the development of caucuses supporting a special focus or function within the practice of emergency management and, by definition, “they meet occasionally and provide advice to the organization adopted September 8, 2020.

Title

The Caucus shall be known as the “Critical Infrastructure & Business Continuity Caucus or, simply, “CI & BC” Caucus.

Mission

The mission of the Critical Infrastructure & Business Continuity Caucus is to create more prepared, mitigated and resilient critical infrastructure by promoting discussion and collaboration among those working in, and with, critical infrastructure and business continuity communities concerning the challenges, trends, advancements, opportunities and other matters of relevance to practice.

Goals

The goals of the Critical Infrastructure & Business Continuity Caucus are:

- Goal #1: To promote the development of organized, comprehensive business continuity plans among all critical infrastructure and business continuity communities.
- Goal #2: To facilitate networking, communication and best-practice sharing between critical infrastructure and business continuity communities.
- Goal #3: To facilitate awareness of current legislative and planning issues in critical infrastructure and business continuity communities and their effect on the industries.
- Goal #4: To promote professionalism and professional development of critical infrastructure and business continuity communities and/or programs.
- Goal #5: To promote cross-sector collaboration for critical infrastructure and business continuity communities.

Membership Eligibility Requirements

In accordance with IAEM-USA Administrative Policies and Procedures, all leadership, special representatives and general members of this caucus shall be IAEM-USA members in good standing. Having met the eligibility requirements of one of the categories of membership, an IAEM member shall become a member of the Caucus by indicating their interest in the Caucus by the method established by the IAEM Secretary, and shall remain a member of the Caucus in perpetuity, while eligibility requirements continue to be met, or until such time that the member indicates their desire to end membership in the Caucus.

It is preferred, although not required, that caucus members possess CEM certification.

General Members

The designation of “General Member” is granted to any current IAEM-USA member who serves in Membership in the Caucus is open to all current IAEM-USA members who are in good standing as verified by IAEM-USA. Members should have current involvement in the areas of Critical Infrastructure and Business Continuity. Critical Infrastructure is defined as the physical and cyber systems and assets that are so vital to the United States that their incapacity or destruction would have a debilitation impact on our physical or economic security or public health or safety. Business Continuity is defined as: the process involved in creating a system of prevention and recovery from potential threats to a company.

Associate Members

The designation of “Associate Member” is granted to any current IAEM-USA member, or member of any IAEM council, who serves as an employee of any critical infrastructure company, cooperative, corporation or the like and who has been designated with a primary role in crisis management, incident management, business continuity or disaster recovery. Associate Members are not eligible to vote or hold office and are provided limited access to CI & BC files and records.

Caucus Leadership

The CI & BC Leadership shall have the following composition:

- 1.) Officers
 - a. Chair – Kimberly Cunningham
 - b. Vice-Chair – Jason Casale
 - c. Secretary- Julie Kachgal
 - d. Technology Support – Derrell Clark
- 2.) Special Representatives
 - a. IAEM-USA Board Liaison – Carolyn Harshman
 - b. Lead Advisor (Advisory Panel) – Kathryn Condello

In accordance with IAEM-USA Administrative Policies and Procedures section regarding Caucuses, the IAEM-USA president nominates the Chair and Vice Chair of the caucus, which is approved by the IAEM-USA Board of Directors.

To ensure leadership continuity the caucus recommends to the IAEM-USA President and

Board of Directors that leadership ascension shall occur similar to that of the council wherein the Vice Chair shall succeed to the office of Chair when the Chair's term ends or if the Chair vacates that office for any reason; and the Secretary shall succeed to the office of Vice Chair.

The CI & BC Caucus shall conduct a binding election to select the Secretary in anticipation of, and before, the scheduled end of a term of office or within 30 days whenever the office becomes vacant for any other reason.

The result of the binding election for the caucus Secretary by the caucus shall be the basis for a formal recommendation to the IAEM-USA President and Board of Directors for the appointment of the slate of Officers. The current caucus Chair shall transmit to the IAEM- USA President the names of the current Vice Chair and Secretary, and the results of such election for incoming Secretary in writing and shall request that the President and Board of Directors acknowledge and act in accordance with the wishes of the caucus general members.

Nominations

General Members meeting the following criteria will be eligible to be nominated for Secretary:

- Any CI & BC Caucus Member with 1 year of active membership and in good standing in the IAEM with an interest in working with other professionals serve our Members.
- Can fulfill the duties of Secretary outlined below.

Nominees may be nominated by any other General Member, including themselves, and such nomination must be submitted to the current Secretary for eligibility.

Elections

Selection of the Secretary shall be made by a private ballot using a suitable method of voting as determined by the Caucus Leadership and shall be made available to all General Members of the Caucus.

Chair

In accordance with IAEM-USA Administrative Policies and Procedures, the caucus Chair shall be nominated by the IAEM-USA President at least 30 days before the current chair's term expires or within 30 days after a position becomes vacant.

Nominations will be made from IAEM-USA members who meet the aforementioned membership eligibility requirements and will be approved by the IAEM-USA Board of Directors. In accordance with the wishes of the Caucus as established by these Rules, the Caucus recommends to the IAEM-USA President that the current Vice Chair shall be nominated to succeed as Chair.

The Chair will serve a 1-year term beginning and ending at the Annual IAEM-USA Conference.

Vice-Chair & Secretary

In accordance with IAEM-USA Administrative Policies and Procedures, the caucus Vice- Chair and Secretary shall be nominated by the IAEM-USA President at least 30 days before the current Chair's term expires or within 30 days after a position becomes vacant.

Nominations will be made from IAEM-USA members who meet the aforementioned membership eligibility requirements and will be approved by the IAEM-USA Board of Directors. In accordance with the wishes of the Caucus as established by these Rules, the Caucus recommends to the IAEM-USA President that the current Secretary shall be nominated to succeed as Vice Chair.

The Vice Chair and Secretary will serve a 1-year term beginning and ending at the IAEM- USA Annual Conference.

The Vice-Chair will be responsible for leading a taskforce to develop the Caucus Strategic Plan and shall serve as Caucus parliamentarian.

The Secretary will be responsible for ensuring all official Caucus business is documented, including but not limited to issuance of meeting agendas and minutes.

Alternates are subject to the same membership eligibility requirements. To encourage diversity and increased participation, alternates should not represent the same institution as the primary Representative.

Regional Representatives are permitted, and strongly encouraged, to create regional sub-structures as they see fit to efficiently administer the roles and responsibilities of their office.

Taskforce

As necessary to further the Strategic Plan of the Caucus, the Chair may establish Taskforce to address specific issues. The Taskforce shall be led by the Vice-Chair. The Taskforce membership is appointed by the Caucus Vice-Chair and may include any individual deemed appropriate for the task, regardless of Caucus membership. Taskforces are limited to the term of the appointing Chair and may be reconvened by subsequent Caucus Chairs as needed.

Advisory Panel

In accordance with IAEM-USA Administrative Policies and Procedures, the Caucus Chair may appoint an Advisory Panel to the Caucus composed of individuals who may or may not be IAEM- USA members but have knowledge, skills, and abilities that would enhance the function of the Caucus. Advisory Panel members have no voting authority on the Caucus.

IAEM-USA Board Liaison

The IAEM-USA Board will designate one of its members to serve as Board Liaison to the Caucus. The Board Liaison serves as an intermediary with the IAEM-USA Board, in addition to the relationship between the IAEM-USA President and Caucus Chair. The Board Liaison is strongly encouraged to participate in all Caucus meetings and activities but has no voting rights.

Meetings, Dialogue

The Caucus Leadership shall meet, quarterly by virtual technology; one of which can be at the IAEM-USA Annual Conference.

As needed, additional in-person meetings may be scheduled to address specific issues of an important or urgent nature.

Ongoing dialogue between Caucus Leadership via e-mail, telephone, and/or online discussion board is strongly encouraged.

Caucus meetings are open to the membership and shall be publicized to the membership at least 48 hours before the scheduled start of the meeting to allow interested members to

participate.

Official Business, Quorum, and Voting of the CI & BC Leadership

The CI & BC Leadership can bring a topic forward for general membership voting. Official business can be conducted at any publicized, scheduled meeting.

In order to conduct official Caucus business, a quorum must be established. A quorum is defined to be at least half of the current Caucus Leadership. The participation of either the Chair or Vice-Chair is required.

A simple majority vote of quorum is required to approve official business, unless otherwise specified in the IAEM-USA Bylaws or Administrative Policies and Procedures. Each member of Caucus Leadership is allotted one vote.

Review and Amendment of By-Laws

Proposed amendment(s) to these by-laws may be submitted to the Chair and Vice Chair by any general member of the Caucus. The proposed change(s) must be communicated to the membership thirty (30) days prior to voting. A two-thirds (2/3) majority of the votes cast shall enact the amendment(s).

The Caucus bylaws will be reviewed annually prior to the annual IAEM conference to ensure that the Caucus governance is in line with any changes to the IAEM – USA Bylaws or the IAEM Administrative Policy and Procedure manual.