

BYLAWS

INTERNATIONAL ASSOCIATION OF EMERGENCY MANAGERS ~ International ~

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 regional 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 IAEM be recognized as the premier international organization of emergency management professionals.

Section 2. Mission

To serve its members by providing information, networking and professional development opportunities; and to advance the emergency management profession.

ARTICLE III – MEMBERSHIP AND DUES

Section 1. Eligibility

Any person that meets the criteria of a membership class under Section 2 and who is supportive of the Association purposes is eligible for membership.

Section 2. Classification of Membership

A. Individual Member

Individual membership is available as an individual 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 may be awarded annually by a majority vote of the Board of Directors to two persons for outstanding contributions towards the advancement of Emergency Management.

D. Life Member

Life membership shall be accorded each Individual member who has been a member in good standing as defined in the Administrative Policies and Procedures for 15 years;

1. Providing that the Individual Member is no longer associated with an emergency management function in a capacity which would make them eligible for Individual membership; or
2. Those who are past presidents, having served their term of office, shall by virtue of their accomplishments be known as Past President - Life Members.

E. Student Member

Student membership is open to any student attending a post-secondary institution. The qualifications for this category of membership are further defined by each IAEM council.

Section 3. Dues and Fees

- A. Dues shall be established from time to time by the 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.
- B. Association membership dues, including membership dues in excess of the Association's due 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.
- C. The term of membership for which dues are paid is October 1 through September 30.
- D. Councils may set the level of dues above that required to cover the Association's operating and administrative costs to cover the costs of their own activities on their members' behalf.
- E. Dues and fees shall be paid by September 30 of each year 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 for good cause, shall forfeit membership.
- F. Past Chairmen¹ of the Board and Presidents (prior to 2008) must pay their dues while still employed in the emergency management profession. Thereafter, they are accorded Life Membership.

ARTICLE IV - OFFICERS

Section 1. Officers

The officers of the Association shall be individual members of the Association and shall be the Chairman of the Board, Vice Chairman of the Board, Board Secretary, Board Treasurer, and Immediate Past Chairman of the Board.

Section 2. Duties

¹ The term Chairmen(man) is not intended to be gender specific.

- A. The Chairman of the Board shall represent the Association in a leadership capacity that best advances the interest of IAEM and its membership. Among the Chairman of the Board's duties are: representing the Association at various functions and with other organisations; presiding at meetings of the Board of Directors and the Executive Committee; authorizing expenditures within budget appropriations approved by the Board of Directors; and performing such other duties as required and provided for in the Administrative Policies and Procedures.
- B. The Vice Chairman of the Board shall assist the Chairman of the Board. The Vice Chairman of the Board shall perform the duties of the Chairman of the Board in the absence or disability of that officer and perform other duties as required by the Administrative Policies and Procedures.
- C. The Immediate Past Chairman of the Board shall assist the Chairman of the Board. The Immediate Past Chairman of the Board shall assist in representing the Association as needed, and perform other duties as required by the Administrative Policies and Procedures.
- E. The Secretary shall maintain accurate records of the proceedings of all meetings the Board of Directors and the Executive Board; and perform such other duties as required by the Administrative Policies and Procedures.
- F. The Treasurer shall maintain accurate up-to-date records of all monies and securities belonging to the Association in accordance with the Administrative Policies and Procedures.

Section 3. Selection of Officers

The officers shall be selected as follows:

- A. The Board of Directors will elect from the members of the Board a Chairman, Vice Chairman, Secretary and Treasurer.
- B. The person holding the office of Chairman of the Board at the election of a new Chairman of the Board shall be designated the Immediate Past Chairman for the ensuing year.

Section 4. Term

- A. The term of office for the Chairman of the Board, Vice Chairman of the Board, Secretary of the Board and Treasurer of the Board shall be one year. The term shall commence immediately following the installation of officers that shall be conducted at the first Board Meeting of each calendar year or until their successors take office.

Section 5. Officer Vacancy

- A. If a vacancy occurs in the office of Chairman of the Board, then the Vice Chairman shall automatically assume the office of Chairman of the Board.
- B. If a vacancy occurs in the office of the Vice Chairman, the Chairman of the Board will direct the Board of Directors to elect a new Vice Chairman from among themselves.
- C. If a vacancy occurs simultaneously in the office of the Chairman of the Board and Vice Chairman of the Board, a majority of the Board of Directors shall elect new officers to those positions from among themselves.
- D. If a vacancy occurs in either the office of Secretary and/or Treasurer, the Chairman of the Board shall, with the Board of Directors' confirmation, appoint a qualified director to fill the vacancy for the remainder of the term.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Board of Directors

The directors of the Association shall be:

- A. One individual from each Council, 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) with the exception of the student council which may have only one director.

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

To be elected by a Council to the Board of Directors, a director shall meet the following requirements:

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

These requirements do not apply to the student council representative.

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 one (1) meeting each fiscal year. The members of the Board shall be notified in writing at least ten (10) days in advance of each meeting.
- 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.
- C. Meetings of the Board of Directors may take place in person or via teleconference, videoconference, or other electronic means.

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 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 - COMMITTEES

Section 1. Executive Committee

- A. There shall exist an Executive Committee comprised of the officers of the Association that may exercise the powers of the Board of Directors when the Board of Directors is not in session, and shall report any action taken to the Board of Directors at the next meeting of the Board of Directors
- B. The Executive Committee shall meet at the call of the Chairman of the Board.
- C. A majority of the Executive Committee shall constitute a quorum.
- D. The Executive Committee shall provide minutes of its meetings and quarterly reports of its activities to the Board of Directors.
- E. The Executive Committee shall not have the power to:
 - 1. Act in a manner contrary to the directives issued by the Board of Directors.
 - 2. Take any action in conflict with the Bylaws and the Administrative Policies and Procedures.

Section 2. Standing Committees

- A. The IAEM Board will be supported by Standing Committees as defined in the Administrative Policies and Procedures. The Board shall review activities and leadership of standing committees at least annually.**
- B. The Board may invite any member of the association to lead or participate in a standing committee.**

Section 3. Special Committees

The Chairman of the Board may appoint Special Committees of Board members as deemed essential to the business and well-being of the Association. Such committees shall cease to function when their specific task has been completed.

ARTICLE VIII - RIGHTS OF MEMBERS

Section 1. Members in Good Standing:

- A. Members are considered to be "in good standing" with the Association if all applicable dues, fees and other amounts owed are paid in full.
- B. Members in good standing are expected to abide by the Bylaws and the Association's Code of Ethics.

ARTICLE IX - 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 Association 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.

Section 2. Regions

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

Section 3. Chapters

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

Section 4. Student Chapters

In addition to the "Chapters" described in Section 3 the Association's Board of Directors may charter Student Chapters at educational institutions. These Chapters will be chartered in accordance with the Association's Administrative Policies and Procedures. These Student Chapters will comply with the requirements established in the charter agreement and in the Association's Administrative Policies and Procedures. Any Student Chapter not complying with the requirements may be de-chartered as determined by the Board of Directors at its sole discretion

Section 5. Meetings

Councils, Regions, Chapters and Student Chapters are encouraged to hold meetings, in accordance with their By-Laws.

ARTICLE X. 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, is the property of the Association and shall not be used by any person or entity without the express written permission of the Association's Chairman of the Board.

Section 2. The Chairman of the Board, after consultation with the Board of Directors, 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 Chairman of the 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.

ARTICLE X - AMENDMENT OF BYLAWS

These Bylaws may be amended by a three-fifths vote of all members of the Board of Directors.

The proposed changes to the Bylaws must be circulated to the Board of Directors 60 days prior to the Board meeting at which the vote for the adoption of the changes will be taken. This is to allow Councils to consult their membership and represent the majority view of their members in their vote at the Board meeting.

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 - DISCLAIMER OF ENDORSEMENT

No individual member or group of members representing the Association shall have authority to endorse

or recommend any product, service, or organisation in the name of the Association, or by elected or appointed title unless so authorized in writing by the Board of Directors.

ARTICLE XIII. 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 Board of Directors 4 September 2008..