



**INTERNATIONAL ASSOCIATION OF
EMERGENCY MANAGERS
CANADA COUNCIL**

BY-LAWS

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PREAMBLE

International Association of Emergency Managers (IAEM)–Canada (Hereby referred to as the "Corporation")

These by-laws of the International Association of Emergency Managers (IAEM)-Canada, define the roles, responsibilities and membership of the corporation in accordance with the legislation of the Canada Not-For-Profit-Act, IAEM-Canada Administrative Policy and Procedures, and articles of International Association of Emergency Managers.

These by-laws authorize acts and functions to promote the mission and vision of IAEM-Canada and its responsible and efficient governance and operation.

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DEFINITIONS

In this by-law and all other by-laws of IAEM-Canada, unless the context otherwise requires:

Act: The *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

Ad Hoc Committee: A temporary committee or working group as appointed by the President of IAEM-Canada to further the mission of the corporation.

AGM: Annual General Meeting of any class or classes of members of IAEM-Canada who are entitled to vote.

Articles: The original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival.

Board: The Board of Directors of IAEM-Canada.

Board of Directors: Board Executives, Directors and others as defined by position within these by-laws and the IAEM-Canada APPs, who function collectively and make decisions by way of resolution. It is the directing mind of IAEM-Canada, as well as a review body and sounding board for projects and ideas which influences the long-term planning of the corporation.

Board Executives: Executive Members of the Board of Directors comprised of the IAEM-Canada elected Officers, President, Immediate Past President, Vice President, Secretary and Treasurer. The executives are vested with the responsibility of administering routine IAEM CANADA business economically and efficiently, including making budget variance decisions and reallocation of resources.

By-law: This by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect.

Commission: A permanent or temporary group appointed by Board of Directors entrusted to carry out a task. Commissioners will sit on the Board of Directors, but will not have voting rights on the Board.

Council: A subdivision of the International Association of Emergency Managers and governed by the International Board of Directors (IAEM).

Director: A member of the Board of Directors who has been appointed by the President of IAEM-Canada and approved by the Board of Directors. A Director

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will act as a Committee Chair to subsequent committees and carry voting rights on the Board of Directors.

Emergency Management: The management of emergencies concerning all-hazards, including all activities and risk management measures related to prevention and mitigation, preparedness, response and recovery.

Ex Officio: Someone who has positional right due to an office held and is inherent of the position without the need of a specific appointment. (Immediate Past President).

IAEM: The International Association of Emergency Managers or “the Association” is the largest association in the world for emergency management professionals. It is a not-for-profit corporation incorporated under the laws of Ohio in the United States of America, with which IAEM-Canada is affiliated as a council.

IAEM-Canada: The International Association of Emergency Managers Canada or “the Corporation” is a Council of IAEM representing Canadian members of IAEM. It a not-for-profit corporation incorporated under the laws of Canada.

IAEM-Canada Administrative Policies and Procedures: A controlled corresponding and governing document in alignment with these bylaws and with the bylaws and administrative policies and procedures of IAEM. IAEM-Canada Administrative Policies and Procedures are often referred to as “The APPs”.

IAEMSC: International Association of Emergency Managers Student Council is a council of IAEM committed the future success of the emergency management profession though student engagement.

Immediate Past President: A person that relinquished office as the President of IAEM-Canada to his or her successor. This role is of succession and is defined by the incoming President’s assumption of the role. The Immediate Past President is a member of the Board of Directors with voting rights.

Member in Good Standing: Status assigned to a member who has remained current on dues that cover a 12-month period.

Officers: Members of the Board of Directors that have been elected by IAEM-Canada members to hold office. Officers are comprised of the IAEM-Canada President, Vice President, Secretary and Treasurer.

Ordinary Resolution: A resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolve.

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Proposal: A suggestion submitted by a member of the Corporation that meets the requirements of section 163 of the Act.

Special Meeting: A meeting called over and above scheduled meetings for resolve of a matter by means of vote.

Special Resolution: means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolve.

Standing Committee: A permanent or semi-permanent committee appointed by the President of IAEM-Canada to further the mission and vision of the corporation. Each committee will have its own Terms of Reference as approved by the Board of Directors of IAEM-Canada.

Voting Members: All individual members, Life Members, and Affiliate Members, as defined in Article 2.3 of these Bylaws.

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1. VISON AND MISSION STATEMENT

IAEM-Canada is a not-for-profit corporation.

Our Vision

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

Our Mission

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

2. MEMBERSHIP AND DUES

IAEM-Canada membership shall consist of Canadian citizens or individuals legally residing in Canada professionally engaged or interested in the promotion of emergency management and its allied fields.

2.1 Eligibility

Any person who meets the criteria of a membership class defined in Section 2.2 below and who qualifies for, and continuously remains a member in good standing, is eligible for membership in IAEM. Continued IAEM membership shall be conditioned upon the individual remaining a member in good standing of IAEM-Canada.

2.2 Member in Good Standing

Members shall be considered in “good standing” with IAEM-Canada, if applicable dues and other amounts are paid in full and current and as long as the member belongs.

Members in good standing shall at all times, respect and abide by the Code of Professional Conduct, and the bylaws of IAEM and IAEM-Canada. Failure to so

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abide may result in sanctions imposed under these Bylaws and the IAEM-Canada Administrative Policies and Procedures, up to and including termination of membership.

A failure to maintain current good standing with IAEM-Canada, shall be grounds for immediate termination. Upon termination of membership, an individual is prohibited from reapplying for membership in another Council of IAEM.

Each member in good standing shall be entitled to receive notice of, attend and vote at all meetings held for members of IAEM-Canada.

2.3 Classification of Membership

a. **Individual Member** – Full voting rights

Individual membership is available to any individual professionally engaged or interested in the advancement of emergency management and allied fields.

The membership belongs to the member jurisdiction or entity paying the dues. If the individual representing that jurisdiction or entity leaves, the membership may be transferred to another individual who manages the emergency management program.

Individual members have full voting rights, may run for international office, may chair or work on any committee as assigned, and have full rights of membership in the Council.

b. **Affiliate Member**– Full voting rights

Affiliate membership is available to any organisation/party which provides products, services or other resources which support IAEM and its members. The membership belongs to the organisation/party paying the dues. The Affiliate may designate one person to represent the Affiliate Member at conferences, committees, task forces, or other Council activities. That name shall be submitted to the Board of Directors and President.

The assigned Affiliate representative may work on committees, have full voting rights with one vote per organization/party, but not hold office.

c. **Honorary Member** – No voting rights

Honorary membership may be awarded annually by a majority vote of the Board of Directors to persons for outstanding contributions towards the

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advancement of emergency management. Honorary members may work on committees, but may not vote or hold office.

d. **Life Member** – Full voting rights

Life membership shall be accorded to each Individual member who has been a member of IAEM for 15 or more consecutive years and to Past Presidents of the Council who have served their term of office. Life membership will be granted to the preceding on the provision that the member is no longer associated with a political subdivision or organisation/party in a capacity that would make them eligible for Individual membership.

The membership is for the remainder of the member's life. Life members have full voting rights and may chair or work on committees, but may not hold office.

e. **Student Member**– No voting rights

This membership is available to any individual attending a post-secondary institution in a fulltime capacity, as designated by that institution, OR, is attending a post-secondary institution in a part-time capacity and not employed in full-time in emergency management. The student's status must be verified, when requested by the Council, by an official of the institution. Student members may participate on committees, but may not vote or hold international office (except for the Student Region President, or designated alternate, who has a voice in vote on the Board of Directors as well as in all business matters of the Council.)

2.4 Membership Termination / Withdrawal

Any member may withdraw from IAEM-Canada by delivering to IAEM-Canada a written resignation and lodging a copy of the same with the secretary of IAEM-Canada.

Any person who fails to comply with the membership eligibility requirements set forth in section 2.2 above, including any additional criteria that may be established by the IAEM-Canada 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.

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The IAEM-Canada Board of Directors may suspend or terminate membership of any member for cause, including, but not limited to:

- a) Conduct detrimental to and not in the best interests of the corporation and its membership.
- b) Conduct in violation of IAEM’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 IAEM-Canada 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.

In addition to termination of membership outlined above, a membership in IAEM-Canada will also cease when:

- the member's term of membership expires;
- the member dies or resigns;
- the Corporation is liquidated and dissolved under the Act

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

2.5 Membership Dues

Membership dues are paid through IAEM payable in U.S. dollars. Dues are dispersed on an agreed upon arrangement with IAEM and IAEM-Canada. Members shall be notified in writing or by electronic means of the membership dues at any time payable by them.

Additional dues may be requested to support IAEM-Canada activities and will be paid directly to IAEM-Canada’s account.

Dues shall be established from time to time by the IAEM-Canada 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. The term of membership for which dues are paid is annual as specified in the Administrative Policies and Procedures.

Dues include the base amount established by the IAEM Board of Directors to sustain Association operations. IAEM-Canada will determine an additional amount

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above the base rate needed to cover the costs of their own activities on their members' behalf.

Dues and fees shall be paid within the time limitations outlined in the IAEM-Canada Administrative Policies and Procedures or 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.

In accordance with Lifetime Membership definition, Past Presidents and IAEM members of 15 or more years, must pay their dues while still employed in the discipline or field of Emergency Management. Thereafter they are accorded Life Membership.

2.6 Discipline of Members

The IAEM-Canada Board of Directors shall respond to any and all questions or claims of violations of the Code of Conduct or "Standards of Behaviour" (ethical, and conflicts of Interest) and/or violations of any provisions of the articles, by-laws, or written policies or procedures of the corporation by investigating the reported breach.

Any member with questions regarding a violation of the IAEM Code of Conduct or Conflict of Interest Policy may submit the inquiry in writing to their Regional President or any member of the IAEM-Canada Board of Directors. This inquiry should include specific details. The IAEM-Canada President shall determine the appropriate schedule for review of the matter, whether at the next scheduled Board meeting or a special meeting called to address the inquiry.

If the allegation made is against an Officer or Ex Officio of IAEM-Canada the IAEM Board of Directors shall be notified of the breach and shall deliberate the matter.

If the inquiry involves an elected member, the involved party's official capacity shall be suspended pending the outcome of the investigation.

If the Board finds validity in the claim, it may appoint a person to investigate. If the inquiry pertains to the Certified Emergency Manager® designation or its use, the Board will involve the CEM®® Commission.

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

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- violating any provision of the articles, by-laws, or written policies of the Corporation;
- carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

Before a final determination is made, due process requires that the individual(s) against whom the claim has been lodged shall be notified in writing by registered mail of the allegation. Such individual(s) shall be afforded not less than 30 days after the receipt of notification, an opportunity to reply to the allegation, either in writing or by communication directly to a meeting of the Board.

If the Board determines by a two-thirds majority that a violation has occurred, disciplinary actions that may be taken include, but are not limited to:

- Verbal or written warning
- Written censure
- Demand for restitution
- Suspension of membership.
- Termination of membership

A determination shall be made by the Board and a response signed by the President forthwith.

The decision of the IAEM-Canada Board may be appealed to the Association (IAEM) Board of Directors. The Board of Directors may uphold the decision of the IAEM-Canada Board or request that the decision or disciplinary action be reconsidered in line with recommendations made by the IAEM Board of Directors. The IAEM-Canada Board of Directors will consider the recommendation(s) of IAEM Board of Directors and finalise the determination of the complaint.

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3 MEETINGS OF THE MEMBERSHIP

3.1 Notice of Members Meeting

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Notice of the time and place of all meetings of members shall be given to each member entitled to vote, by way of electronic means or other communication as deemed by the Board. Notice of meeting will be given 30 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

3.2 Membership Voting Rights

Matters requiring action of the membership, shall be voted on and must pass by a majority of eligible votes cast, unless otherwise specified in articles.

All voting is handled electronically using the online system that is part of the IAEM membership database. This preserves member confidentiality and assures that the votes are cast only by members who are eligible to vote.

At any meeting of members every question shall be determined by a majority of the votes cast on the question(s). In case of a draw on the number of votes regardless of the voting method; i.e. a show of hands, on a ballot, or on the results of electronic voting, the chair of the meeting shall have a second, or casting vote.

3.3 Persons Entitled to be Present at Member's Meetings

Persons entitled to be present at a meeting of members shall be those with voting rights and those who hold any of the classifications of membership outlined in 2.3 of these by-laws. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members. Only those with voting rights will be entitled to cast a vote.

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3.4 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. Matters of business arising on the floor of the AGM requires 90% approval.

3.5 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.

3.6 Special Meeting

A Special Meeting of the membership may be called by the Board to address urgent matters that require the consideration of IAEM-Canada's membership. The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. A Special Meeting of Membership shall occur on such date and at such time and location as may be designated by the Board of Directors. If the Board does not call a meeting within 30 days of receiving the requisition, any member who signed the requisition may call the meeting.

3.7 Chair of Member's Meetings

The President of IAEM-Canada shall preside as Chair at every annual meeting. If the President is not available to do so, the Vice-President shall preside as Chair. If the Vice-President is not available to do so, the members present shall choose someone of their number to be Chair. The latest current edition of Robert's Rules of Order shall prevail at all meetings, except when contrary to the by-laws or any standing rule.

3.8 Quorum at Members' Meetings

A quorum at any meeting of the members shall be a majority of the members present at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

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3.9 Participation at Members' Meetings by Electronic Means

The Board of Directors may determine that participants that cannot physically attend the meeting shall be deemed to be present at the meeting by means of telephone, electronic or other communications that allow participants to converse adequately with each other during the meeting.

Any person entitled to attend such meetings (as stated in 3.3) may participate in meetings using such means.

3.10 Cost of Publishing Proposals for Annual General Meetings

The member who submits the proposal, shall pay the cost for the notice of meeting, including the proposal and any other relevant statements to present the proposal, unless the proposal is to be otherwise provided by an ordinary resolution of the members who are present at the meeting.

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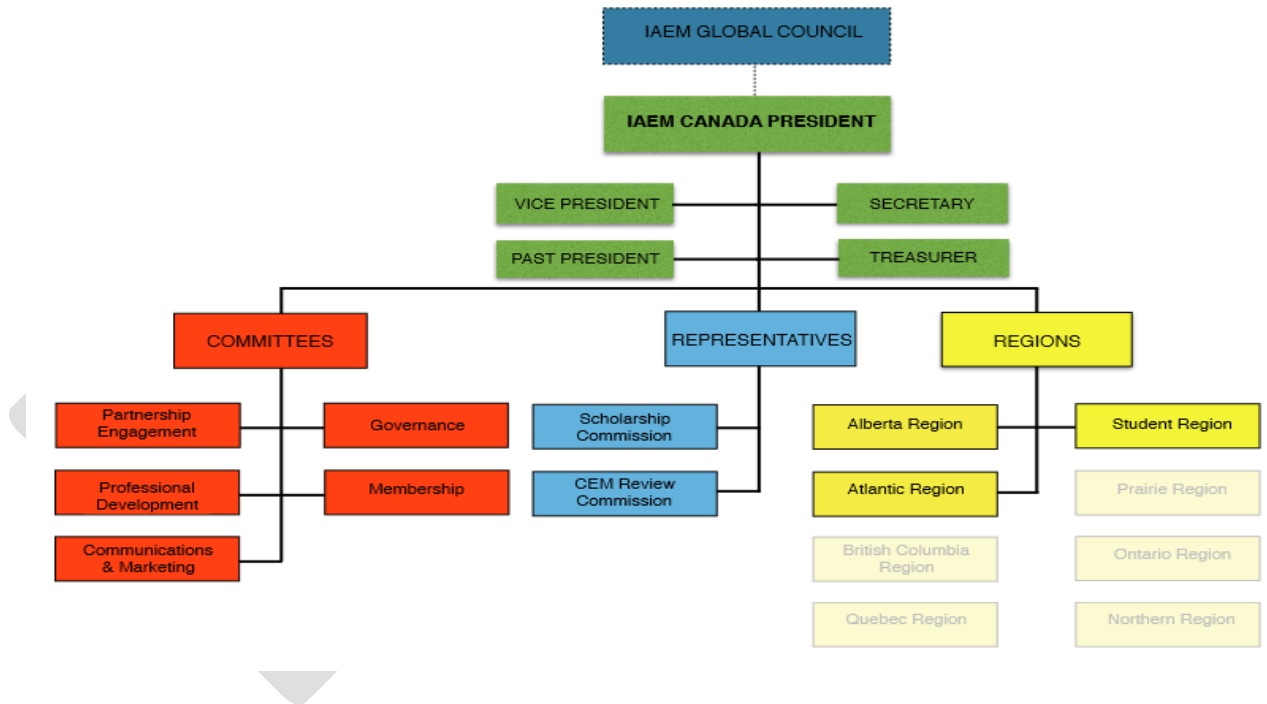
4. STRUCTURE OF IAEM-CANADA

4.1 IAEM-Canada Council

IAEM-Canada is a council of IAEM and represents all Canadian members of IAEM.

The IAEM-Canada council is overseen and directed by the IAEM-Canada Board of Directors.

Illustration A. Structure of IAEM-Canada



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4.2 Regions

A council may be geographically divided into regions. A region may be formed when a geographic area reaches more than 7 members in good standing, entitling them to a seat on IAEM-Canada Board of Directors. The purpose of a Region is to reduce the span of information flow across the country and represent regional emergency management considerations at the national level. Regions shall be formed by members of IAEM-Canada, under the authority of IAEM-Canada.

Members wishing to organize themselves into a Region shall make application to IAEM-Canada and are required to request that IAEM-Canada recognize the establishment of the new Region. When requesting recognition, they must submit a Regional Terms of Reference and will adopt these IAEM-Canada By-laws. They will demonstrate compliance to the Administrative Policies and Procedures of IAEM-Canada. The request must also be supported by nominations for election. These nominations will be put to the Region's members once the Region has been recognized by the Board.

As a minimum, a Region must have at least 7 members and will fill the following positions:

- a) Region President
- b) Region Vice-President
- c) Region Secretary
- d) Region Treasurer

(Note: The position of Treasurer can be combined with the Secretary)

The officers of a Region will be selected by majority vote by the members of that Region. Should a conflict arise in selecting the officers of a Region, the Board of Directors of IAEM-Canada will appoint the officers of that Region. All officers of a Region hold their positions at the will of the Board of Directors.

Regions operate with the approval of the Board of Directors.

Region Presidents will have a voting position (one vote) on the IAEM-Canada Board of Directors.

Members of a Region that do not pay membership dues to IAEM-Canada, such as, but not limited to students, do not have a vote on IAEM-Canada business. Such members, however can vote on their Region- specific activities.

Exception: President of Student Region as stated in section 3.3.

No activities or transactions may be undertaken in the name of the new Region until the new body has been recognized by IAEM-Canada Board of Directors.

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Creation of a new Region from within an existing Region, can only take place with the majority support of the Region and the IAEM-Canada Board of Directors.

The boundaries of Regions of IAEM-Canada are as follows:

- British Columbia Region
- Alberta Region
- Prairie Region (Saskatchewan, Manitoba)
- Ontario Region
- Quebec Region
- Atlantic Region (Nova Scotia, Prince Edward Island, Newfoundland, New Brunswick)
- Northern Region (Yukon Territory, North West Territory, Nunavut)

Finances for each Region will use methods for funding operations prescribed by the IAEM-Canada Board of Directors and shall report financial status to the Board.

Financial procedures shall be formally adopted by each Region and will not conflict with the financial reporting and filing procedures of IAEM-Canada. Income earned in the name of IAEM-Canada within a Region, will be controlled by that Region. All financial records must be provided to IAEM-Canada and IAEM as prescribed by Revenue Canada.

4.3 Student Region

The process of developing and approving a Student Region is overseen jointly by IAEM-Canada and the IAEMSC. All Student Regions must incorporate the minimum requirements contained within these bylaws and the IAEM-Canada APPs.

While the Student Region will remain part of both the IAEMSC and IAEM-Canada, all administrative function outside of bylaws and APPs will lie with IAEM-Canada.

The Student Region must submit a Terms of Reference and will adopt these IAEM-Canada By-laws. They will demonstrate compliance to the Administrative Policies and Procedures of IAEM-Canada; as well as adopting adherence to the IAEMSC by-laws.

The term of office for the Student Region President and other board officers of the Region is a one (1) year. If the Student Membership expires within the year of holding office and Individual Membership is acquired, the board member may continue in office until the expiration of the term.

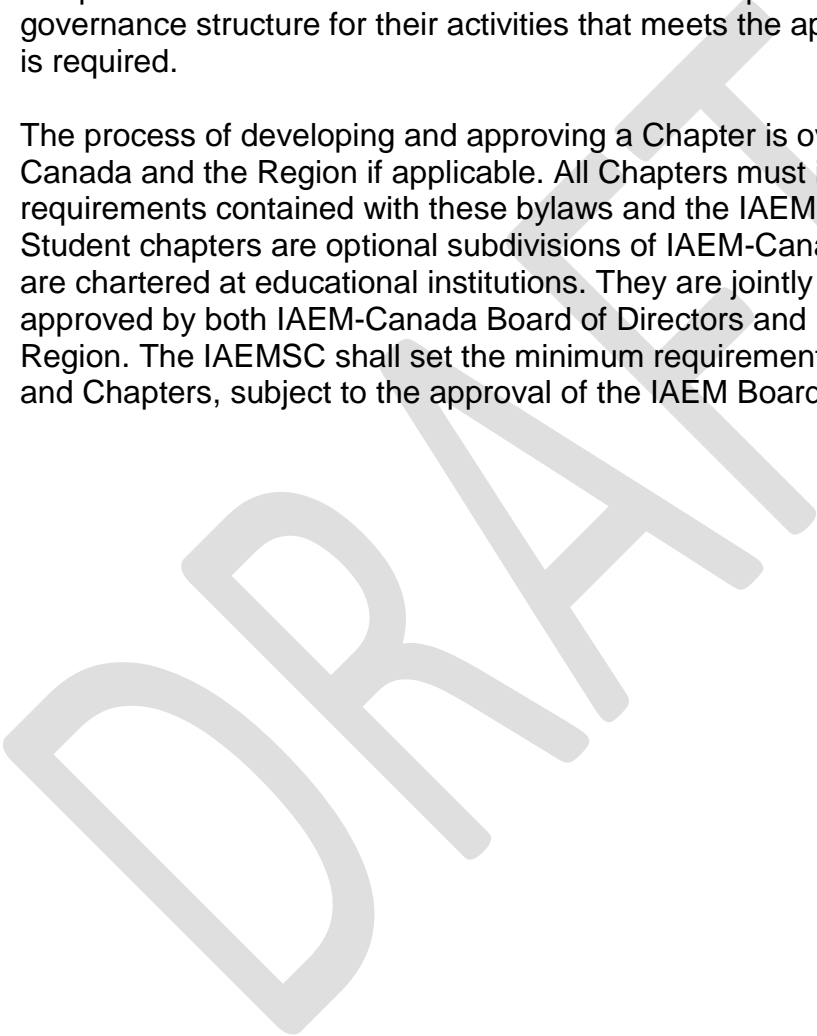
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4.4 Chapters

Chapters may be developed by a Region as a further functional subdivision; or may be developed by an existing organization outside of IAEM-Canada in order to facilitate an initial step toward becoming a Region. Chapters do not hold voting rights on the IAEM-Canada Board of Directors.

Chapters shall have a Terms of Reference and adopt these bylaws. A governance structure for their activities that meets the approval of IAEM-Canada is required.

The process of developing and approving a Chapter is overseen jointly by IAEM-Canada and the Region if applicable. All Chapters must incorporate the minimum requirements contained with these bylaws and the IAEM-Canada APPs. Student chapters are optional subdivisions of IAEM-Canada Student Region that are chartered at educational institutions. They are jointly developed and approved by both IAEM-Canada Board of Directors and IAEM-Canada Student Region. The IAEMSC shall set the minimum requirements for Student Regions and Chapters, subject to the approval of the IAEM Board of Directors.



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5. THE BOARD OF DIRECTORS

5.1 Duties of the Board of Directors

The duties of the board of IAEM Canada include but are not limited to:

- Developing and promoting IAEM Canada’s mission and vision
- Developing a strategic direction for IAEM Canada
- Supervision, control, direction and risk management of the affairs of IAEM Canada
- Maintaining and protecting the assets and property of IAEM Canada
- Developing and approve an annual budget for IAEM Canada
- Establishing and maintain effective governance practices

5.2 Officers

Officers, as defined, are members of the Board of Directors that have been elected by IAEM-Canada members to hold office. Officers are comprised of the IAEM-Canada President, Vice President, Secretary and Treasurer.

5.3 Election of Officers

Officers to be elected by the membership of IAEM- Canada include:

- President (Chair)
- Vice President
- Secretary
- Treasurer

Nominations for Officers of the Board of Directors shall be opened not less than 60 days prior to the Annual General Meeting (AGM). The Past President shall present a Slate of Officers to the membership for election electronically not less than 30 days prior to the Annual General Meeting. Voting members shall elect each individual officer seeking a term of office by a majority vote prior to the AGM. Ballots will describe the position sought as well as the prospective incumbent. The results of the election of Officers will be announced at the IAEM-Canada Annual General Meeting.

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A proposal may be made by any member to include nomination(s) for the election of an Officer(s) (as defined), if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

5.4 Qualifications of Officers

To be elected as an Officer, a member shall have the following qualifications:

- Be a member in good standing
- Have been an Individual Member of IAEM for a minimum of one (1) year prior to seeking office.
- Served in the role of committee chair, or been an active committee member for one year.

In order to be placed on the ballot for election to office, the candidate must submit the required components as established in the APP, section V(C).

5.5 Term of Office for Officers

The term of office for Officers shall be two (2) years. The term shall commence immediately following the announcement of the successful elected individual to the role of an Officer at IAEM-Canada's Annual General Meeting.

5.6 Duties of Officers

President -The President shall represent IAEM-Canada in a leadership capacity that best advances the interest of IAEM and its membership. Among the President's duties are providing support and direction to Standing and Ad Hoc committees; representing IAEM-Canada at various functions and with other organizations; chairing meetings of IAEM-Canada and the Board of Directors; 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.

Vice President -The Vice President shall perform the duties of the President in the absence or disability of that officer, and perform other duties as required by the Administrative Policies and Procedures

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Secretary -The Secretary shall ensure the maintenance of accurate records of the proceedings of all meetings of the membership, the Board of Directors, the Executive, and perform such other duties as required by the Administrative Policies and Procedures. The position of Treasurer can be combined with the Secretary.

Treasurer -The Treasurer shall ensure the maintenance of accurate up-to-date records of all monies and securities belonging to IAEM-Canada in accordance with these by-laws and the Administrative Policies and Procedures.

5.7 Executives

Executives of the Board of Directors consist of the Officers, (President, Vice President, Secretary and Treasurer) as well as the Immediate Past President. The Immediate Past President is a role of succession and is defined by the incoming President's assumption of the Presidential role. The Immediate Past President carries voting rights and is defined as an ex officio.

5.8 Duties of the Ex Officio

Immediate Past President - The immediate Past President shall support the President and Board of Directors as required and oversee the nominations process for election of officers and appointment of Directors.

5.9 Directors

A Director is a member of the Board of Directors who has been appointed by the President of IAEM-Canada and approved by the Board of Directors. A Director will act as a Committee Chair to subsequent committees and carry voting rights on the Board of Directors.

5.10 Appointment of Directors

The IAEM-Canada President will nominate directors for each standing committee established to support the Council at least 30 days before the current Director's term expires or within 30 days after a position becomes vacant. Nominations will be made from members in good standing and will be approved by the Board.

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To be appointed as a director, a member shall meet the following requirements:

- a) Be a member in good standing
- b) Have been an Individual member of a minimum of one (1) year prior to seeking office

Recommendations for appointment to any committee may result from a consideration as outlined in III (1) of the APP.

5.11 Term of Office for Directors

The term of office for directors shall be two (2) years. The term shall commence immediately following the appointment of the individual as a director.

5.12 Duties of Directors

Directors appointed to the Board of Directors will:

- Chair the Standing Committee of appointment.
- Lead the Standing Committee of appointment to further the mission and vision of IAEM-Canada by formulating work plans in accordance with, but not limited to, the IAEM-Canada Strategy.
- Own documentation specific to the Standing Committee of appointment and adhere to document control measures outlined in individual policy and procedure.

Subject to the Act, all standing committees will have its own Terms of Reference approved by the Board of Directors.

5.13 Standing Committees

Standing Committees of IAEM-Canada shall operate within the primary objectives listed within the Administrative Policies and Procedures.

Committee members shall be selected by the Director appointed to chair the standing committee. Any committee member may be removed by resolution of the board of directors upon recommendation of the Committee Chair.

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5.14 Ad hoc Committees, Advisory Bodies and Work Groups

The board may from time to time appoint ad hoc committees, advisory bodies or other work groups as it deems necessary or appropriate to meet the mission and vision of the corporation. The chairs of these committees, advisory bodies or work groups will be granted authorities as the Board of Directors sees fit subject to the Act.

Appointment of chairs to these committees, advisory boards or work groups

Each committee and/or advisory body will have its own Terms of Reference as approved by the Board of Directors.

The President shall nominate chairs to these committees, advisory boards or work groups and the appointment will be approved by the Board of Directors. These appointments will be announced at the AGM.

The terms of service for chairs of ad hoc committees, advisory boards or work groups will be two (2) years or the duration of the assignment or if the committee advisory boards or work group exists for more than two years.

5.15 Additional Members of the Board of Directors

In addition to the Executive and the Directors, the Board of Directors will also include:

- Regional Presidents (Including Student Region) –Board voting Rights
- CEM® Commissioner– Board Non-voting
- Scholarship Commissioner – Board Non-voting

The CEM® and Scholarship Commissioners are appointed for a three (3) year term.

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6. MEETINGS OF THE BOARD OF DIRECTORS

6.1 Calling of Meetings of Board of Directors

Meetings of the board may be called by the President or Vice President of the board or by any two other board members at any time.

6.2 Notice of Meeting of Board of Directors

Notice of the time and place to hold a meeting of the board shall be given not less than 30 days before the time when the meeting is to be held.

Notice of a meeting shall not be necessary if all of the members of the Board of Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of, or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

No notice of meeting is required to specify the purpose or the business to be transacted at the meeting except any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.3 Chair of Board Meetings

The President of IAEM-Canada shall preside as Chair at meetings of the Board of Directors. If the President is not available to do so, the Vice-President shall preside as Chair. If the Vice-President is not available to do so, the meeting will be chaired by any member of the Executive.

The latest current edition of Robert's Rules of Order shall prevail at all meetings, except when contrary to the by-laws or any standing rule.

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6.4 Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every action shall be decided by a majority of the votes cast. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

6.5 Quorum at Meetings of the Board

A quorum of the Board of Directors meeting is the minimum number of voting members who are present at the meeting in order to conduct business in the name of IAEM-Canada.

The minimum number is the majority of the Board. A majority is 50% plus one.

6.6 Participation by Electronic Means at Meetings of the Board

The Board of Directors may determine that participants that cannot physically attend the meeting shall be deemed to be present at the meeting by means of telephone, electronic or other communications that allow participants to converse adequately with each other during the meeting.

Electronic voting must be recorded in the minutes of the meeting that was held closest to the date and time of the electronic vote, to ensure formal documentation validating the decision voted upon.

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7. AUTHORITIES OF THE BOARD OF DIRECTORS

7.1 Powers of the Board of Directors

No individual of the Board of Directors shall have any authority to act on behalf of the collective of Board or of IAEM-Canada with respect to the transaction of the affairs of the Corporation, except as provided in the Bylaws or by resolution of the Board.

The Board of Directors may administer the affairs of IAEM-Canada in all activities and contracts which IAEM-Canada may lawfully enter into.

The Board of Directors shall have power to authorize expenditures on behalf of IAEM-Canada, from time to time, and may delegate by resolution to an officer(s) or director(s) of IAEM-Canada the right to employ and pay salaries employable persons as agreed upon. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of IAEM-Canada in accordance with such terms as the Board of Directors may prescribe.

The Board of Directors shall take such steps as they may deem necessary to enable IAEM-Canada to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the mission and vision of IAEM-Canada.

Every member of the Board of Directors shall exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of IAEM-Canada, and shall exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in similar circumstances.

7.2 Vacancy in Office within Board of Directors

The officer or director corresponding position shall be automatically vacated:

- a) If at a special general meeting of members, a resolution is passed by 75% of votes cast in favour of removing the director; or

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- b) If an officer or director has resigned his or her office by delivering a written resignation to the secretary of IAEM-Canada; or
- c) The officer or director's term has ended and a successor has been appointed.
- d) If an officer or director is found to have misrepresented themselves on behalf of IAEM-Canada and/or found to be in breach of IAEM's Code of Conduct and/or Standards of Behaviour: or
- e) If he or she is found by a court to be of unsound mind; or
- f) On death; or
- g) If an officer or director fails to meet the obligations of the post as described in the Administrative Policies and Procedures; or
- h) An officer or director fails to attend 80% of the meetings within each six (6) month period from the time of election, or appointment without adequate and supported explanation.

Removal of the officer or director will be concluded in accordance with the Administrative Policies and Procedures as set out under Standards of Behaviour

If a position on the Board of Directors becomes vacant, the board, by resolution, may appoint a person to fill such vacancy.

7.3 Remuneration of Board of Directors

The individuals of Board of Directors of IAEM-Canada shall serve as such without remuneration and shall not directly or indirectly receive any profit from the position. Directors or officers may be paid reasonable expenses incurred by the performance of their duties as approved by the Board.

7.4 Indemnities to Officers Directors and Others

Every director or officer of IAEM-Canada who has undertaken or is about to undertake any liability on behalf of IAEM-Canada, or any company controlled by it, shall be covered out of the funds of IAEM-Canada.

This will include all costs, charges and expenses incurred in any action, suit or proceedings against him/her from any act, deed, matter or thing whatsoever, that was made, done or permitted by him/her, in the execution of the duties of his/her office or that is in respect of any such liability.

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All other costs, charges and expenses which he/she sustains or incurs, in relation to the affairs above will be covered by IAEM-Canada.

IAEM-Canada will not cover any costs if the charges or expenses as are caused by his/her own willful neglect or default.

7.5 Corporate Seal

The Corporation has a corporate seal, approved by the board. The secretary of the Corporation shall be the custodian of the corporate seal.

7.6 Execution of documents

Official documents (such as contracts, undertakings, commitments, pledges, promises, bonds, indentures, arrangements, memorandum of understandings) shall contain at least two (2) authorized signatures from members of the IAEM-Canada Council as specified below.

- Signature 1 - IAEM-Canada President or Vice President
- Signature 2 – Board Executive or Director involved in the execution of the agreement

The Agreement documents will be retained by the IAEM-Canada Secretary for the duration of the commitment and further retained for seven (7) years after its expiration or termination.

Any person authorized to sign any document may affix the corporate seal to the document.

Official documents shall comply with the IAEM-Canada Agreement Policy.

7.7 Method of Giving Any Notice

Any notice, other than notice of meetings (described) shall be sufficiently given by:

- a) Personal delivery to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation

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- b) Mailed to such person at such person's recorded address by prepaid ordinary or air mail
- c) Sent to such person by telephonic, electronic or other communication at person's recorded address

The accidental omission to give any notice to any member, shall not invalidate any action taken at any meeting to which the notice pertained.

8. FINANCIAL MANAGEMENT

8.1 FISCAL YEAR

The fiscal year of the Corporation is June 1 to May 31

8.2 Authority

The Board of Directors of the Corporation have the authority, on behalf of the membership and may act without direct authorization of the members, to engage in financial transactions that are in congruence with the mission and vision of IAEM-Canada and in accordance with due diligence practices of financial management and not-for-profit organizations.

8.3 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172 (1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents are available on the Corporation's website.

8.4 Financial Review Committee's Reports

At every Annual General Meeting, in addition to any other business that may be transacted, the financial statements and the report of the financial review shall be presented to the members of IAEM-Canada and reported to IAEM.

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9. DISPUTE RESOLUTION

In the event that a dispute or controversy among members, directors, officers, ex officio, committee members or volunteers of the Corporation that arise out of or are related to the articles or by-laws, or that are out of any aspect of the operations of the Corporation and cannot be resolved in private meetings between the parties, the parties will settle by a process of dispute.

The process of dispute will act as an alternative to instituting a law suit or legal action.

Process of Dispute

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators jointly appoint a third mediator.
- b) The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- c) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- d) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

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10. DISSOLUTION OF THE CORPORATION

In order to dissolve IAEM-Canada, the President must present a resolution recommending that IAEM-Canada be dissolved to the membership.

A proposal for dissolution may be considered at a regular or special meeting of the membership only after thirty (30) days' notice in writing as outlined in section 7.8 of these by-laws.

The resolution to dissolve shall be adopted upon receiving at least eighty percent (80%) of the votes entitled to be cast by members present at such meeting.

Upon adoption of the resolution for dissolution, IAEM-Canada shall cease to conduct its affairs, except as may be necessary for the proper completion of closure and shall immediately cause a notice for the proposed dissolution to be mailed to each known creditor

All assets will be collected and applied and distributed as provided in the Articles of Incorporation.

All monies will be held for a period of not less than two (2) years at which time it will be transferred to IAEM. In the event that IAEM has also dissolved, all monies will be transferred to a similar organization or charity.

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11. BY-LAWS AND EFFECTIVE DATE

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

**International Association of
Emergency Managers Canada**

Dated as of _____ day of _____, 20____

**IAEM-Canada President
Greg Solecki**

Signature

Dated as of _____ day of _____, 20____

**Director of Governance
Paula Gibson**

Signature

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12. REVISION HISTORY

Revision #	Date of Approval by a vote of Members	Page	Section	Purpose of Revision/Review/Amendment
0		All	All	Restructure of By-laws to coincide with APP and re-write for clarity

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