



BYLAWS

Iowa Emergency Management Association

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Article 1: Name

The name of the organization shall be the “Iowa Emergency Management Association” (IEMA).

Article 2: Mission

The mission of IEMA is “To advance the professional interests of its members to assist Iowans in preserving life and protecting property in the face of any hazard.”

Article 3: Definitions

Unless otherwise specifically set forth herein, words and phrases in this Constitution and By-laws shall have the following meaning:

- Section 1** “Emergency Management” means all activities and measures undertaken to implement and maintain a coordinated, effective and efficient emergency management system for mitigation of, preparedness for, response to, and recovery from the effects of manmade, technological or natural emergencies/disasters.
- Section 2** “Manmade, Technological or Natural Emergencies/Disasters” means but is not limited to the effects of conventional, nuclear or biological attack; violent weather; earthquake; hazardous materials; floods; transportation accidents; terrorism; fires; riots; public utility interruptions; drought; and other similar events which endanger life and property.
- Section 3** “Professional Emergency Management Coordinator” means the appointed person in whom authority is vested for everyday direction, coordination and administration of the emergency management program which has been established in compliance with Chapter 29C of the Code of Iowa.

Article 4: Purpose

The purpose of this Association is to assist in establishing and maintaining effective emergency management programs and liaison with local, state, and federal emergency management and response agencies, as well as the private sector to assist in improving the public’s awareness of such programs and the necessity for them.

Article 5: Organization

- Section 1** In order to partner with those which have vested interests in emergency management, this organization, upon approval of its membership by majority vote at a regular meeting of those members present, may appoint members as liaisons to another related association and may pay the single annual membership dues for said liaison member. Any member so appointed shall provide reports at regular meetings.
- Section 2** In order to provide closer liaison and better render mutual assistance between local emergency management programs, this Association shall be divided into districts whose territorial limits shall conform to the districts of the Iowa State Association of Counties.
- Section 3** This Association shall function as a non-partisan organization.
- Section 4** This Association shall be not-for-profit according to the rules, regulations and guidelines set forth regarding not-for-profit organizations by the State of Iowa and by the United States Internal Revenue Service.

Article 6: Membership

- Section 1** Membership in this Association shall be by payment of an annual membership fee. Members shall be notified each year prior to December 15th of the amount of fees due and payable for the following year membership, and are due and payable in the first calendar quarter of each year of membership. Memberships shall commence the first day of January and terminate on the last day of December of the same year. Memberships shall be comprised of three classes of members, as follows:

- 1.1 Active Members** are the legally appointed Emergency Management Coordinators.

Active Memberships are transferable; if the appointed individual leaves the qualifying position, the Active Membership will devolve to the appointed replacement. An eligible individual may hold only one membership and is entitled to only one vote regardless of the number of jurisdictions or agencies for which he/she may serve in capacity of Emergency Management Coordinator. An Active Member is entitled to all Association services upon his/her initial payment or payment of annual dues.

1.2 Sustaining Members are for supporting and private sector sponsors.

Sustaining Member firms shall designate a representative to whom publications and correspondence shall be sent. Sustaining Members shall not be eligible to vote or hold office, but are offered a forum for sharing their ideas and expertise in the Emergency Management effort through the organization's conferences and other forms of correspondence. A Sustaining Member is entitled to all organization services providing the member's annual fee is paid in the first quarter of each membership year.

1.3 Associate Members are for non-coordinator individuals

An Associate Member, while having no vote on association business, is entitled to all association services upon their initial payment or payment of annual dues. Said dues are due and payable during the first calendar quarter of each year of membership.

1.4. Honorary Members

When approved by majority vote of those members present at any regular meeting, Honorary Membership may be bestowed upon any individual, who in the opinion of the members has made a significant contribution to the cause of Emergency Management.

1.5. Lifetime Members

Lifetime Memberships may be granted to retiring Emergency Management Coordinators who have been members in good standing and have made a significant contribution to the organization. There shall be no membership fee or voting privileges for Honorary or Lifetime Members, and all such members are encouraged to attend all meetings of the organization.

Section 2 The membership fees of this Association shall be reviewed annually by the Association's Executive Committee. Any recommendations for changes in the membership fees shall be brought to the full membership in attendance at a regular business meeting of the Association for review and discussion. Final action with written notification to each member on any proposed changes in the membership fees, shall take place at the following regular meeting of the Association, and any changes approved by a simple majority of the Active Memberships present at the meeting shall be effective the first day of January of the following year.

Article 7: Elections

- Section 1** The Officers of this Association shall be a President, a 1st Vice President, a 2nd Vice President, an Immediate Past President, a Treasurer, and a Secretary.
- Section 2** The terms of each office shall commence July 1st after the Spring Meeting.
- Section 3** Officers of this Association, with the exception of the Secretary and Treasurer, shall be limited to a one year term in the same office. This shall not preclude election at a future date.
- Section 4** The terms of the President, 1st Vice President, 2nd Vice President and Immediate Past President shall be for one year. The offices of Treasurer and Secretary shall be for two years and shall expire in odd numbered years.
- Section 5** The 1st Vice President shall serve as President-elect and will become President upon the expiration or vacation of the President's term in office. The 2nd Vice President will become 1st Vice President upon the expiration or vacation of the 1st Vice President's term in office. The President will become the Immediate Past President upon the expiration of the President's term.
- Section 6** Officers to fill expiring terms of office shall be nominated and elected by Active Members in attendance at each Spring Meeting of the Association. Election shall be determined by a simple majority of all votes cast by secret ballot for each expiring office. In the event there are three or more candidates for an office and none receive a simple majority vote of the votes cast, the candidate receiving the smallest number of votes shall be dropped from the ballot and a new vote taken with the remaining candidates. This procedure shall be repeated until one candidate shall have a simple majority of all votes cast.
- Section 7** If for any reason a vacancy occurs in the office of the President or 1st Vice President, Article 7 Section 5 will be followed and the vacant office of the 2nd Vice President will be filled by a member of the Executive Committee until an election by the membership at the next Association meeting. If for any reason a vacancy occurs in the office of 2nd Vice President, any two or all three presidential offices at the same time, Article 7 Section 5 will be followed and the vacant offices will be filled by members of the Executive Committee until an election by the membership at the next Association meeting.

Section 8 If for any reason a vacancy occurs in the offices of the Secretary or Treasurer, the Executive Committee shall appoint from the general membership or the Executive Committee, an interim officer until an election by the membership can be held at the next meeting of the Association.

Section 9 Upon recommendation of any IEMA member to the Executive Committee of any wrong doing or other good cause that would impair an Officer from fulfilling their term or if such good cause would make an Officer unfit for their term, the executive committee may form a fact finding committee of three IEMA members to investigate such cause and make a recommendation to the Executive Committee as to the Officers fitness to serve in their capacity. If such cause is deemed to be an imminent threat to the good order of IEMA the Executive Committee may by a majority vote dispense with the investigative committee and take an immediate vote on the Officer's removal from Office.

Article 8: Duties of Officers

Section 1 The President shall preside at all meetings of the Association and serve as Chairperson of the Executive Committee. He/She shall not vote on any question except to break a tie. He/She shall appoint all committees not otherwise provided for and shall perform all duties assigned to them by the Executive Committee or the Active Memberships of the Association.

Section 2 The 1st Vice President shall, in the absence of the President, and in the event of his/her inability or refusal to act, perform the duties of the President, and when so acting shall have all the powers of and be subject to the restrictions upon the President. In addition, the 1st Vice President shall assist the President in conducting meetings and perform all other duties assigned to him/her by either the President or the Executive Committee.

Section 3 The 2nd Vice President shall, in the absence of the President and 1st Vice President, and in the event of their inability or refusal to act, perform the duties of the President, and when so acting shall have all the powers of and be subject to the restrictions upon the President. In addition, the 2nd Vice President shall assist the President in conducting meetings and perform all other duties assigned to him/her by either the President, 1st Vice President or the Executive Committee.

Section 4 The Treasurer shall have custody of all financial records of the Association and shall be a member of the Executive Committee. The Treasurer shall be responsible for the collection of Association dues or contributions made to the Association, and shall deposit such funds into an IEMA account at a local banking institution. The Treasurer shall make

payment for expenditures of the Association as approved by the President or Executive Committee; and furnish the President and Executive Committee a list of delinquent or non-paying members at least quarterly. The Treasurer shall prepare in writing a financial report for presentation to the President and Executive Committee at each of their meetings as well as during the regular Association business meetings. The Treasurer shall prepare in writing an annual budget for presentation to the Executive Committee prior to the Fall business meeting, and present the budget to the full membership at the Fall Association business meeting,

Section 5 The Secretary shall be a member of the Executive Committee, and give notice and keep accurate minutes of all Association and Executive Committee meetings. The Secretary shall attest all necessary instruments and forward all data as directed. The Secretary shall provide necessary information to Association members, assist the Treasurer in preparation of financial reports as needed and shall perform other duties as directed by the President or the Executive Committee.

Section 6 The Immediate Past President shall be a non-voting member of the Executive Committee. The immediate Past President provides advice and leadership to the Executive Committee regarding past practices and other matters to assist the Executive Committee in governing the Association. The Immediate Past President supports the President and the Executive Committee on an as-needed basis. The Immediate Past President performs other duties as directed by the President or the Executive Committee.

Article 9: Executive Committee

Section 1 The governing body of this Association shall be the Executive Committee.

Section 2 The Executive Committee shall be comprised of the President, 1st Vice President, 2nd Vice President, Immediate Past President (non-voting), Secretary, and Treasurer, the appointed representative of the Iowa State Association of Counties, and a District Representative from each district, who shall be appointed by the President upon recommendation of the majority of members from each district. Each district shall also recommend an alternate representative who shall attend all required meetings and functions that the primary representative is not able to attend and shall have the same voting rights as the primary representative.

Section 3 Any powers not specifically designated to other parties or officers shall be vested in-the Executive Committee.

Section 4 District Representatives and alternates will be elected by active members from their District for a term of two years: odd- numbered districts in odd-numbered years and even- numbered districts in even-numbered years. District Representatives shall preside at all meetings of their respective districts and shall not vote on any questions except to break a tie. They shall appoint all committees not otherwise provided for and perform all other duties assigned to them by the members of their respective districts and the Executive Committee of the Association.

Article 10: Committees

Section 1 The President shall appoint and the Executive Committee shall approve such ad hoc committees as are necessary and appropriate to carry out the business and promote the purpose of this Association.

Section 2 Ad Hoc committees shall have a Chairperson and Secretary, and as possible, shall include those active and associate members with expertise related to the committee purpose.

Section 3 Any member of this Association can propose the appointment of an ad hoc committee at any regular meeting of this Association. The Active Membership in attendance may, by simple majority vote, approve or reject the formation of such committee. All agendas and minutes of such committees shall be submitted to and placed on file by the Secretary of the Association.

Section 4 Members who shall be representing the Association on non-association committees shall be appointed by the President and approved by the Executive Committee.

Article 11: Meetings

Section 1 There shall be two regular meetings of the general membership of the Association each year. A Spring Meeting, which shall also serve as the Annual Meeting, shall be held at such time and location as designated by the Executive Committee. The Fall Meeting shall be held at such time and location as determined by the Executive Committee. Official notification of all meetings shall be made thirty days prior to the meeting by electronic means.

Section 2 Special meetings of the Association's general membership may be called by the President or the 1st Vice President when deemed by him/or her as advisable or necessary, and shall be called upon at the written request of three members of the Executive Committee or ten Active Members of the Association.

- Section 3** For the purposes of conducting business during meetings of the general membership, a quorum will consist of the Active Members present.
- Section 4** The Executive Committee shall meet at such times as may be deemed advisable for the proper conduct of the business of the Association. For the conducting business during meetings of the Executive Committee, a quorum will consist of a majority of the membership of the Executive Committee.
- Section 5** All committee meetings shall be called by the Chairperson of the various committees. When possible, members shall be given at least one week's notice of the meeting.
- Section 6** The Districts shall meet at such times as may be deemed advisable for the proper conduct of the business of the District on behalf of the Association. For conducting business during meetings of the Districts, a quorum will consist of a majority of the members present.
- Section 7** Where no conflict exists with this Constitution and Bylaws or the laws of the State of Iowa or the Federal Government of The United States of America, Robert's Rules of Order shall be used as a reference for the governing of meetings of this Association and its Executive Committee.

Article 12: Amendments

The Constitution and Bylaws may be amended by a two-thirds vote of the Active members present at the Spring Meeting of the Association, provided that notice of such proposed amendment(s) shall be circulated to all active members at least thirty days prior to said meeting, and provided further that such notice shall contain a copy of the amendment(s) to be considered. Proposed amendment(s) must be submitted to the Executive Committee or the President of the Association at least ninety days prior to the Spring Meeting.

Article 13: Voting Rights

Every Active Member, as defined in Article 6, Section 1.1, in attendance at either a regular or special meeting of the Association, shall be entitled to one vote on any question called at the meeting. Absentee ballots are not permitted.

- Section 1** Attendance by electronic means shall not be allowed for general membership meetings.
- Section 2** Proxy voting shall not be allowed.

Section 3 Special Meetings Electronic Voting

The president may call a Special Meeting when action by the membership is needed outside regularly scheduled association meetings. Discussion and action will be limited to those items on the agenda. Votes on motions made during the meeting may be cast by voice vote by those in attendance, voice vote by telephone, or by the best available electronic means that will provide a record of the vote. These rules must provide reasonable access to the voting process to ensure that the provisions for notice, majority approval and voting period are not less than those established for balloting of persons in attendance at the regular membership meetings.

Article 14: Liquidation and Dissolution

Section 1 In the event of this Association's liquidation or dissolution, all liabilities and obligation of the Association shall be paid and discharged or adequate provision shall be made thereof.

Section 2 Assets held by the Association upon condition requiring return, transfer or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

Section 3 Any remaining assets shall be transferred or conveyed exclusively for the purpose of the Association in such a manner or to such an organization or organizations organized exclusively for charitable, educational, religious or scientific purposes as shall at time qualify as an exempt organization or organizations under Section 501 (c) (6) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Code, as the Executive Committee shall determine.

Article 15: Severability

If any provisions of this Constitution and Bylaws or the applications thereof to any person or circumstance are held to be invalid, such invalidity shall not affect other provisions or applications, and to this end, the provisions of this Constitution and Bylaws are declared at the Spring Meeting of the Association.

This Constitution and Bylaws, which supersedes and renders null and void any and all previous Constitutions, Bylaws and Amendments thereof, was adopted this 15th day of March 2019, by two thirds affirmative vote of the Active Members in attendance at the Spring Meeting of the Association.