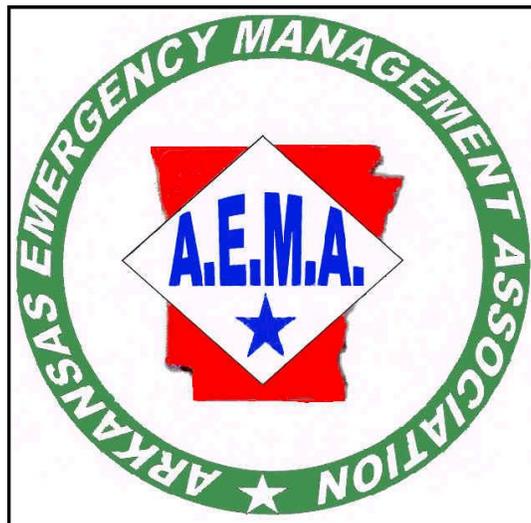


ARKANSAS EMERGENCY MANAGEMENT ASSOCIATION

AEMA

CONSTITUTION AND BYLAWS



As Amended August 2013

CONSTITUTION AND BYLAWS
OF THE
ARKANSAS EMERGENCY MANAGEMENT ASSOCIATION

ARTICLE I

DESCRIPTION

SECTION 1: NAME AND TERRITORIAL LIMITS

(a) The name of this organization shall be the “Arkansas Emergency Management Association”, hereinafter sometimes referred to as the “Association”.

(b) The Association shall be a nonprofit organization, incorporated under and operated in compliance with the laws of the State of Arkansas.

ARTICLE II PURPOSE

SECTION 1: Purpose

It shall be the purpose of this Association to be mutually beneficial to all its members by providing: inspiration for professionalism in all areas of emergency management, initiation and development of professional and social relationships among members, active promotion of all state and local legislation beneficial to emergency management, promotion of support from state and local governments for all emergency management programs, a united effort in support of the Association goals, the promotion of a positive image and reputation of emergency management throughout the State of

Arkansas, a forum for ideas and the resolving of problems confronted by emergency management programs and activities.

SECTION 2: Arkansas Emergency Management Association Mission Statement

The Arkansas Emergency Management Association is dedicated to minimizing the impacts of disasters on communities and reducing the risk of loss of life and property through education and programs in the State of Arkansas.

The Arkansas Emergency Management Association promotes the efforts of Arkansas communities to plan for natural, technological and human-made disasters and emergencies through improved preparedness, mitigation, response and recovery capabilities. AEMA is the professional association for Arkansas Emergency Management Professionals:

- A network for training, education and preparedness information and professional development.
- A forum for sharing knowledge, ideas, processes, lessons learned and building partnerships.

SECTION 3: Goals

- Establish and maintain professional standards for managing and preparing for disasters and emergencies at the local level.
- Influence and guide public policy and legislation affecting the emergency management community.

- Provide advanced training and educational opportunities for all citizens to enhance emergency preparedness in the public and private sector.
- Promote emergency Management principals throughout the State.
- Be the voice of the local Emergency Management Coordinators/Directors at the State and National Levels.
- Increase public awareness on issues concerning preparedness, response, mitigation and recovery.

SECTION 4: Values

- Innovation, Coordination and Service
- Trust and respect for others
- Adherence to public laws and standards
- Individual and team professionalism
- Commitment and Dedication

SECTION 5: Dissolution of Assets

If for any reason the Arkansas Emergency Management Association dissolves then all assets within the AEMA, which includes all assets and bank accounts will go directly to the Arkansas Children’s Hospital.

ARTICLE III: MEMBERSHIP, DUES AND RIGHTS OF MEMBERS

Membership in the Association shall be available to any person who has an interest in or whose responsibilities relate to emergency management with any governmental agency, tribal government, public or private non-profit organization, or private for-profit organization. An applicant who has

filed a completed membership application and met the financial obligations set forth in Section 4 of this Article, is deemed to be in good standing.

(c) Dues shall be reviewed and adjusted as necessary by the Board of Directors. Changes in Dues must be brought to a vote before the membership.

SECTION 1: Active Membership

Active membership shall be one of paid membership, and eligibility shall consist of any Emergency Manager or person working within the Emergency Management field.

Each active member shall be entitled to make motions, shall have one vote, shall be entitled to cast that vote on all matters at all special and regular meetings of the Association, may hold an elective office of the Association and is entitled to seek such office.

SECTION 2: Associate Membership

Associate membership shall be those individuals who are in liaison with Emergency Management (i.e., local government, news media, or any others as approved by the Executive Board of the Association).

Associate members may attend all regular or called meetings and assist and aid the Association in accomplishing its goals and purposes. Associate members may neither vote nor hold an elective office in the Association.

SECTION 3: Corporate Membership

Corporate membership shall be those companies, corporations, or organizations who desire to support the integrated emergency management programs of the State of Arkansas.

Corporate members may attend all regular or called meetings and assist and aid the Association in accomplishing its goals and purposes. Corporate members may neither vote nor hold an elective office in the Association.

SECTION 4: Annual Dues

The annual dues are payable at the Annual Meeting each year.

Membership shall run on a standard calendar year beginning each January 1 and ending on December 31 of the forth coming year. Dues shall be reviewed and adjusted as necessary by the Board of Directors. Changes in Dues must be brought to a vote before the membership. Membership will take immediate effect if payment of dues is made at the Annual Conference, allowing new members to be eligible for voting giving them an extended membership year.

SECTION 5: Honorary Membership

Honorary membership may be bestowed upon an individual by a unanimous vote of the Executive Board.

SECTION 6: Code of Conduct/Discipline and Expulsion of Members

(a) Abuse of Membership

Members shall not improperly use their membership with the Association for commercial or personal gain. Officers, Directors, or Area Governors shall not improperly use their positions with the Association for commercial

or personal gain. Membership shall not be considered as an endorsement of AEMA for personal means or political means.

(b) Conflict of Interest

Members and officers of the Association shall act in the best interest of the Association at all times and shall avoid activities resulting in actual or implied personal gain.

(c) Member Relations

Members shall treat each other with respect and fairness, and will seek to work in a cooperative and productive way with each other. Elected representatives have a particular responsibility in this regard; to ensure that all members and their views are heard, valued, and respected. Members shall not recklessly or maliciously injure, or attempt to injure, the professional reputation, prospects or business of another, or of the Association.

(d) Discipline or expulsion

The Executive Committee may deny or revoke a membership for conduct that brings disrepute to the Association. In the case of revocation, the Executive Director shall notify the individual in writing not later than 30 days prior to the effective date that revocation of their membership is effective and the reason(s) for such action.

Members may be disciplined by suspension or expulsion for: misuse or misappropriation of Association property; misrepresentation of the Association and its officers to outside persons; conviction of a felony under State or Federal laws; and membership in subversive organizations. Before suspension or expulsion, charges (in affidavit form) shall be filed with the Secretary stating the alleged violations and preliminary proof. The President

shall appoint an investigation committee from the Executive Board members, whose duty shall be to investigate the charges promptly, and if it decides that a hearing is warranted, shall set a date, place, and time, and shall notify the Secretary. The Secretary shall send the accused member a registered letter at least fifteen (15) days before the date of the hearing, containing a copy of the charges, the time and place of the hearing, and a statement of his right to be present at the hearing, to defend himself, to be represented by counsel, and to receive a copy of any transcript. The Executive Board shall render a decision by secret ballot after the hearing with two-thirds (2/3) vote confirming guilt or innocence, and a two-thirds (2/3) vote confirming the penalty of the suspension or expulsion. The member so convicted shall have recourse of appeal to the membership at the next annual meeting or at a special meeting.

SECTION 7: Resignation

A member may resign from the Association at any time by submitting a letter of resignation to the Secretary.

ARTICLE IV OFFICERS

SECTION 1: Officers

The officers of the Association shall be a President, a President-Elect, a Second Vice-President, a Recording Secretary, a Treasurer, Historian, Five (5) Area Representatives, and at least one (1) ADEM Representative. The Immediate Past President shall serve in an advisory capacity with no voting privileges. These officers shall perform the duties prescribed by this Constitution and its Bylaws and by the parliamentary authority adopted by the

Association. Officers of the Association must be directly involved in the profession of Emergency Management and a current due paid member in good standing. In the event a board position becomes vacant the Executive Board shall provide recommendations as to whom the President shall appoint. Board Positions are as follows: Area Representative, Historian, Secretary, Treasurer, Vice-President, President-Elect and then President. Due to the complexity of the associated duties it is permissible that the Treasurer and Secretary chose to remain in their respective positions

President – The President shall preside at all membership and Executive Board meetings and shall be the Executive Director of the Association. The President may appoint, at his option, advisors to assist him in carrying on the work of his office, and appoint members to standing and special committees (except the auditing committee).

President-Elect – The President-Elect shall serve as First Vice President to the President of the Association. When the President-Elect has completed his term as President-Elect, he/she shall automatically become President of the Association. The President-Elect shall be Chairman of the Program Committee. If the office of the President should become vacant between elections, the President-Elect shall preside, or present or shall fill the vacancy. In the event the President-Elect fills the vacancy of the office of the President between elections, the President-Elect shall retain the chairmanship of the Program Committee and may remain in office the following term as President for which that person was elected, upon approval of the Nominating Committee.

Vice-President – The Vice-President shall serve in accordance with the wishes of the President. The Vice-President shall be Chairman of the Committee on Professionalism. If the President and President-Elect should both be absent, or if the offices of both the President and President-Elect become vacant between elections, the Vice-President shall preside, or shall fill the vacancy of the President. If the Vice-President fills the vacancy of the Presidency between elections, then the Executive Board shall appoint a person to fill the position of President-Elect until the next general meeting. If the office of the President-Elect becomes vacant between elections due to the succession to the Presidency, the Vice-President shall fill the vacancy of the President Elect and shall retain the chairmanship of the Committee on Professionalism.

If the office of President-Elect becomes vacant between elections for reasons other than succession to the Presidency, the President shall appoint a chairman to the Committee on Professionalism.

Secretary – The Secretary shall be the recording officer of the assembly and the custodian of its records except those records specifically assigned to others. The Secretary shall: keep a record of all proceedings of the Association, called the minutes; keep on file all committee reports; keep the Association’s official membership roll; call the roll when required; make the minutes and records available to members on reasonable request; notify officers, committee members and delegates of their election or appointment;

furnish committees with whatever documents are required for the performance of their duties; have on hand at each meeting a list of all existing committees and their members; sign all certified copies of acts of the Association unless otherwise stipulated by the Constitution and its Bylaws; maintain record books in which the Bylaws, special rules of order, standing rules and minutes are entered with any amendments to these documents properly recorded, and have current records books on hand; send out to the membership a notice of each meeting known as the “call” of the meeting; conduct the general correspondence of the organization, which is not a function proper to other offices or to committees; prepare prior to each meeting, an order of business for the use of the President officer showing in their exact order under each heading all matters known in advance that are due to come up; and in the absence of the President, President-Elect, and Vice-President, call the meeting to order, and preside and call for the election of a chairman protem immediately.

Treasurer – The Treasurer shall: have custody of the funds of the Association; deposit the funds in a bank designated by the Executive Board, and pay out such funds only on the order of the Association, the invoice/receipt being signed both by the President and the Treasurer; make a full financial report annually, or as requested by the President or the Executive Board; and maintain a ledger on each member’s account of dues and conference fees. If the Treasurer shall be vacant, the President shall appoint an active member at large to fill the vacancy. The Treasurer shall be the chairman of the Finance Committee.

Area Representatives – The active members of the five (5) ADEM Emergency Management Areas shall elect an active member of the Association to

represent their respective area. The Representatives shall be elected at the annual meeting by members of his respective area. The election may be held by secret ballot, if desired. An active member can only cast a vote for the representative of the state area in which the voter lives. An Area Representative shall live in the area for which he is chosen to represent. The Representative's term of office is from annual meeting to annual meeting. The Area Representatives shall make up the Auditing Committee and shall provide representation for the area he was elected to serve at all Executive Board meetings. In the event that an Area Representative's position becomes vacant between elections, the Association's active members of the respective area shall call a special meeting for the purpose of electing an Area Representative to fill the vacancy by a simple majority vote of those members present. Except in cases of emergency, at least three (3) days notice (either written or by telephone) of such a meeting shall be given.

Historian – It is the responsibility of the Historian to keep a recorded history of the association, its' accomplishments, both past and present.

SECTION 2: Election of Officers

At the annual meeting a Nominating Committee of three (3) active members shall be appointed by the President. It shall be the duty of this Committee to nominate candidates for office (with the exception of President and Area Representatives). Area Representatives shall be elected at this time.

Before the election of officers additional nominations from the floor shall be permitted. Area Representatives will be made known at this time

SECTION 3: Beginning of Terms of Office

The terms of office of the newly elected officers shall begin immediately after the installation of officers (at the annual meeting) by the retiring President

SECTION 4: Holding Office

No member shall hold more than one office at a time. Upon recommendation of the Nominating Committee and approval of the general membership, an officer may serve a second two (2) year term. No member shall be eligible to serve more than two consecutive years in any one office. An exception may be made for the Treasurer and Secretary, because of the nature of their respective offices.

SECTION 5: Impeachment of Officers

Any officer may be removed from office for: continued, gross, or willful neglect of the duties of the office; failure or refusal to disclose to the

membership necessary information on matters of Association business; unauthorized expenditures, signing of checks, or misuse of Association funds or materials; misrepresentation of the Association and its officers to outside persons; conviction of felony under the State or Federal laws; and membership in subversive organizations. Before removal, an officer must receive a written copy of the charges against him, must be given a reasonable time to prepare his defense, and must be given a fair hearing before a special meeting of the membership, with opportunity to refute the charges and to question witnesses himself or through counsel. A two-thirds (2/3) vote, by secret ballot, of the active members present at the hearing is necessary to confirm removal.

SECTION 6: Vacancies

A vacancy in any office, except area representative (see Art. 3, Section I, Area Representatives) due to death, resignation, impeachment, disqualification, or any other reason not previously mentioned may be filled by appointment by the Executive Board (until the next regular election). Recommendations may be made to the Executive Board by the President.

SECTION 7: Voting

Action by Written Ballot

Any action that may be taken at any annual, regular or special meeting of the full Membership may be taken without a member in good standing who wishes to vote being there in person if the Association delivers a written or

electronic ballot to every Member entitled to vote on the matter. The written or electronic ballot shall set forth each proposed action and provide an opportunity to vote. All solicitations for votes by written or electronic ballot shall: (1) indicate specifically what is being voted upon; and (2) specify the time by which a ballot must be received by the Corporation in order to be counted.

Action by Proxies

Each Member entitled to vote at a meeting of the full Membership may authorize another person to act for such Member by proxy, but no such proxy shall be voted or acted upon after that specific election / vote as the proxy must be accompanied by a limited date of durability. A duly executed proxy shall be revocable. A Member may revoke any proxy by attending the meeting and voting in person or by filing with the Secretary of the corporation an instrument in writing revoking the proxy or another duly executed proxy bearing a later date. Proxies shall be dated and shall be filed with the records of the meeting.

ARTICLE V Meetings

SECTION 1: Annual Meetings

The annual meeting of the Association shall be held according to the time and place established by the Executive Board.

SECTION 2: Annual Meeting Purpose

The annual meeting shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

SECTION 3: Special Meetings

Special meetings can be called by the President or by the Executive Board, or shall be called upon the written request of at least ten (10) members of the Association. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three (3) days notice (either written or by telephone) shall be given.

ARTICLE VI Executive Board

SECTION 1: Executive Board

The Executive Board shall be composed of the Association's Officers, **The President, President –elect, Vice-President, Treasurer, Secretary, Historian and duly elected Area Representatives.** Advisory members may include: Chief Executive Officer (City/County), Sheriff, Police Chief, Local EMA, State Police, EMT/Health/Medical personnel, Fire Chief, News Media, State DEM Staff member, and any other related profession deemed necessary for the successful operation of the Association.

SECTION 2: Board Duties

The Executive Board shall have general supervision of the affairs of the Association between its business meetings, fix the hour and place of meetings,

make recommendations to the Association and shall perform such other duties as are specified by this Constitution and its Bylaws. The Board shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association. The President shall not cast a vote at the Executive Board meetings concerning Board business, except to break a tie.

All members of the executive board will be allowed to cast a vote on matters that require a vote be taken.

SECTION 3: Board Meetings

Unless otherwise ordered by the Board, regular meetings of the Board shall be held at least quarterly; the time and place to be fixed by the President (with the approval of the Executive Board). Special meetings of the Board can be called by the President or shall be called upon the written request of at least three (3) members of the Board. Except in case of an emergency, at least three (3) day's notice (either written or by telephone) shall be given.

ARTICLE VII Committees

SECTION 1: Finance Committee

A Finance Committee shall be composed of the Treasurer as chairman and three (3) other members appointed by the President, whose duty it shall be to prepare a budget for the fiscal year and submit it to the Association at its annual meeting. The Finance Committee can, from time to time, submit

supplements to the budget for the current fiscal year to the Executive Board for its approval.

SECTION 2: Program Committee

A Program Committee shall be composed of the President-Elect as chairman, and six (6) members at large appointed by the President whose duty it shall be to plan the annual program of goals and activities of the Association for the following year in which the President-Elect presides as President as well as plan the program and functions of the next annual meeting. This Committee's report shall be submitted to the Association for its approval at its annual meeting.

SECTION 3: Auditing Committee

An Auditing Committee shall be composed of the five (5) Area Representatives, whose duty it shall be to audit the Treasurer's accounts at the close of the fiscal year and to report at the annual meeting. From the five (5) Area Representatives, the President will appoint a chairman.

SECTION 4: Professionalism Committee

A Professionalism Committee shall be composed of the Vice-President and four (4) members at large appointed by the President, whose duty it shall be to make recommendations of Association programs that will enhance the professional status of the membership in their respective emergency management positions. This Committee will also recommend minimum standard requirements for local emergency management coordinators/directors to include desirable pre-requisite qualifications, acquisition of emergency management skills and knowledge, Association

activity involvement and support, and a code of ethics. This Committee shall be charged with the responsibility of continually reviewing these minimum standards and shall make recommendations of deletions and/or additions as conditions demand. This Committee shall report its recommendations at the annual meeting for a hand vote of acceptance and adoption by the membership. This Committee shall further be responsible for ensuring that all city executives, county judges, and the governor of the State of Arkansas are provided with a copy of the adopted minimum standards for their consideration for appointment of local emergency management personnel or State Director of ADEM.

SECTION 5: Legislative Committee

A Legislative Committee shall be composed of a chairman and four (4) active members appointed by the President, whose duty it shall be to monitor all State and local legislation proposals in order to be aware of and advise the members of those legislative proposals that will benefit emergency management within the State of Arkansas. Also, this Committee shall be charged with the responsibility of making recommendations to the membership of those legislative proposals that merit the united support of the Association membership. In addition, the Legislative Committee shall make recommendations to the Executive Board and the membership of legislation beneficial to emergency management in Arkansas that should be proposed to the State of local legislatures. Further, this Committee shall report to the membership on the continuing status of aforementioned, pending State and local legislation. This Committee's report shall be submitted to the Association for its approval at the annual meeting.

SECTION 6: Fund Raising Committee

A Fund Raising Committee shall be composed of a chairman and six (6) active members appointed by the President, whose duty it shall be to make recommendations to the Executive Board and membership, for approval, for project of fund-raising nature. The money derived shall be used to support the pursuit of goals and activities of the Association and therefore will be turned over to the Association Treasurer for deposit into the Association's account(s). Further, this Committee shall be charged with managing those fund-raising projects adopted by the Association. This Committee's report shall be submitted to the Association for its approval at the annual meeting.

SECTION 7: Constitution and Bylaws Committee

A Constitution and Bylaws Committee shall be composed of a chairman and four (4) active members appointed by the President, whose duty it shall be to consider all recommendations for revision/amendments to the Constitution and Bylaws, standing rules, or rules of order of the Association and in turn, make its recommendations to the membership. This Committee's report shall be submitted to the Association for its approval at the annual meeting.

SECTION 8: Nominating Committee

A Nominating Committee, consisting of five (5) members, shall be appointed by the President. It shall be the duty of this Committee to make

nominations of candidates for office (except for President and Area Representatives) at the annual meeting. These nominations in no way will prevent any active member from making nominations from the floor for any office. This Committee's report shall be submitted to the Association, before the election of officers, for its approval at the annual meeting.

SECTION 9: Voting of Committee Chairman

A committee chairman shall not cast a vote at a committee meeting concerning committee business except to break a tie.

SECTION 10: Sub-Committees

A committee may appoint sub-committees, which shall be responsible to and shall report to the committee. Sub-committees must consist of members of the committee except when authorized by the Executive Board.

SECTION 11: Time of Committee Appointments

The President-Elect shall make all appointments to the standing committees, which will serve during his administration as President prior to his elevation to the Presidency. Further, the appointments shall be announced immediately after his elevation at the annual meeting. If a vacancy develops on any of the committees between annual meetings, or if it is necessary to add additional members on a committee, the President will make such appointments at a special meeting or notify the membership of such appointments by letter.

SECTION 12: Special Committees

If the President, in the interest of the Association, established special committees, notification of such appointments must be made to the membership.

ARTICLE IX Parliamentary Authority

The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised” shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with this Constitution and its Bylaws and any special rules of order the Association may adopt.

ARTICLE X BILL of RIGHTS

SECTION 1: Equal Right and Privileges

Every active member has rights equal to every other active member. These rights include the right to receive notices, attend meetings, nominate, take part in discussion, vote, and to exercise all of the rights and privileges granted by the Association to its members.

Every member has the right to meet with other members and to express his views, arguments, and opinions in candidates and proposals.

SECTION 2: Dues, Fees, and Assessments

Every member has the right to protection against increases in the rates of dues by utilizing proper voting procedures.

SECTION 3: Safeguards from Improper Disciplinary Action

Every member has the right to protection against arbitrary or unfair disciplinary action such as suspension or expulsion, except for non-payment of dues, as prescribed in Article II, Section 6: Discipline and Expulsion of Members.

SECTION 4: The Right to Information

Every member has the right to information concerning the rules, actions, and other matters affecting the membership of this Association. The Association shall keep its members informed on the Constitution and its Bylaws, rules of order, special rules of order, and standing rules; make available to its members the minutes and financial reports, also permitting any member who has just cause to examine any books, records, and accounts necessary to verify the report; provide any member upon request with an updated list of membership; and make available to each member an up-to-date copy of the Constitution and Bylaws adopted by the Association.

SECTION 5: Challenging an Election

Any member may challenge an election for irregularities that could have affected the outcome of the election.

ARTICLE XI AMENDMENTS

This Constitution and its Bylaws can be amended or revised at any regular meeting of the Association by a two-thirds (2/3) vote of active members present, provided the amendment or revision has been submitted in

writing at the previous regular meeting or mailed to be received by the membership at least fifteen (15) days in advance of the meeting at which they will be voted upon.

ARTICLE XII

IMPLEMENTATION OF THIS CONSTITUTION AND BYLAWS

This Constitution and Bylaws of the Arkansas Emergency Management Association, as amended, supersedes all previous Constitutions and Bylaws and is hereby accepted and approved for implementation by the Association at Midnight as of this date.

Randy Pruitt

(President)

Jammie Moore

(Secretary)

August 28, 2013

(Date)