

**NORTH DAKOTA EMERGENCY MANAGEMENT ASSOCIATION**

**CONSTITUTION AND BY-LAWS**

**ARTICLE I  
NAME**

- SECTION 1 The name of this organization shall be the "North Dakota Emergency Management Association."
- SECTION 2 The geographical boundaries of this Association shall be confined to and include the State of North Dakota.
- SECTION 3 The operations of this Association shall at all times be non-profit in nature.

**ARTICLE II  
PURPOSES**

- SECTION 1 The broad objective of this Association is to assist local, tribal, state and federal governments by fostering emergency management programs that integrate with the philosophy of the National Incident Management System (NIMS) and the National Preparedness Goal (NPG).

This will be accomplished through on-going efforts to advance the professional standards of persons engaged in emergency management activities.

Within this broad objective, the purpose of the Association is:

- A. To establish and coordinate an effective liaison between local, tribal, state and federal emergency management organizations.
- B. To exchange information between local Emergency Managers concerning their common experiences, best practices and lessons learned.
- C. To improve the professional stature of the emergency management profession.
- D. To establish a medium for effective partnerships between industrial, commercial and educational organizations and the emergency management community.

**ARTICLE III  
MEMBERSHIP**

- SECTION 1 Active Membership: Active membership in this Association shall be extended to persons currently engaged in North Dakota emergency management/response programs on the local, regional, tribal, state or federal governmental levels. This membership category extends voting rights to individuals and the privilege to hold office when dues are current.
- SECTION 2 Associate Membership: Associate membership in this Association shall be open to individuals of other federal government agencies, all private sector organizations engaged in emergency management/response programs, and students pursuing a college degree in emergency management. This non-voting membership category does not allow individuals to hold office of any kind.

**ARTICLE IV  
VOTING RIGHTS**

- SECTION 1 Voting rights on all measures and elections coming before the membership shall be limited to Active members of the Association.
- SECTION 2 Voting on any and all issues coming before the membership may be conducted by secret ballot, if requested. A simple majority of the Active members present shall determine outcomes. At those times when a meeting is not scheduled but a vote of the membership is required, a simple majority of the Active members via electronic voting procedures authorized by the Board of Directors shall determine outcomes.
- SECTION 3 Voting by proxy or by absentee ballot is not permitted for scheduled membership meetings.

**ARTICLE V  
MEMBERSHIP DUES**

- SECTION 1 The membership year of this Association shall be from January 1 through December 31 annually. Membership dues shall be paid to the Secretary-Treasurer by February 15 of each calendar year.
- SECTION 2 Membership categories and associated dues are as follows:
- A. Active Memberships: \$30 annually effective thru 2020  
Effective 2021: Active Memberships: \$50 annually

B. Active Group Membership dues will be discounted according to the following schedule:

1) A Group Membership of 2-5 individuals, \$50 annually effective thru 2020.  
Effective 2021: A Group of 2-5 individuals discontinued.

A Group Membership of 6-10 individuals, \$100 annually effective thru 2020.  
Effective 2021: A Group Membership of 5-10 individuals, \$45 per member annually.

2) A Group Membership of 11-15 individuals, \$150 annually effective thru 2020.  
Effective 2021: A Group Membership of 11-15 individuals, \$40 per member annually.

3) A Group Membership of 16-25 individuals, \$225 annually with no additional discounting of dues allowed for registering an unlimited number of members effective thru 2020.

Effective 2021: A Group Membership of 16-20 individuals, \$35 per member annually with no additional discounting of dues allowed for registering an unlimited number of members.

C. Associate Memberships: \$10 annually effective thru 2020.  
Effective 2021: Associate Memberships: \$30 annually

## **ARTICLE VI OFFICERS AND BOARD OF DIRECTORS**

SECTION 1 The Officers of this Association shall be:

- A. President
- B. Vice-President
- C. 2nd Vice-President
- D. Secretary-Treasurer

SECTION 2 The Board of Directors of this Association shall be:

- A. The Officers of this Association
- B. Four (4) Regional Members At-Large

C. The Immediate Past President

- SECTION 3 The term of office for President, Vice-President and 2<sup>nd</sup> Vice-President shall be one year. Each of these officers may be re-elected in succeeding years.
- SECTION 4 The term of office for Secretary-Treasurer shall be two years. This officer may be re-elected in succeeding years.
- SECTION 5 Elections for the Officers of the Association will be held at the Association's annual meeting. These positions will be filled by vote of all Active members of the Association. The offices of President and 1<sup>st</sup> Vice-President shall normally be filled by advancement in rank.
- SECTION 6 The term of office for the Regional Members At-Large shall be for two years. The NE and SW Regional Members At-Large shall be elected in even-numbered years. The NW and SE Regional Members At-Large shall be elected in odd-numbered years. These positions may be re-elected in succeeding years.
- SECTION 7 One Regional Member At-Large will be elected from each of the four recognized Emergency Management regions (NE, NW, SE, SW) in the State of North Dakota. Each position will be filled by vote of the Active members representing their respective region either prior to or at the Association's annual meeting. When a regional meeting is not scheduled, but a vote to select the Regional Member At-Large is required, the position may be filled by vote of the Active members representing the respective region via electronic vote.
- SECTION 8 No member shall serve as an Officer of the Association or as any other member of the Board of Directors unless qualified as an Active member as prescribed in Article III, Section 1 of the Constitution and By-Laws.
- SECTION 9 The newly elected Officers of the Association and the other members of the Board of Directors shall begin their terms of office immediately following the annual meeting at which they were elected. If the annual meeting occurs in conjunction with another event, the newly elected Officers/Directors shall begin their terms immediately following the event. Depending on the length of the term, the terms of office for the outgoing Officers/Directors will expire at the end of the annual meeting/event at which time their successors are elected and qualified.
- SECTION 10 The Director of the Homeland Security Division of the ND Department of Emergency Services will be invited to appoint one representative to serve as a (non-voting) liaison to the Board of Directors.

**ARTICLE VII  
DUTIES OF OFFICERS AND REGIONAL MEMBERS AT-LARGE**

- SECTION 1 The President shall preside at all regular meetings of the Association and perform all other duties assigned by the Board of Directors.
- The President shall be Chairperson of the Board of Directors and a member, but not chairperson, of the Legislative and Education Committee.
- SECTION 2 The 1st Vice-President shall perform all the duties of the President in the absence or disability of the President and shall be a member, but not chairperson, of the Membership, Nominations, and Credentials Committee.
- SECTION 3 The 2nd Vice-President shall perform all the duties of the 1st Vice-President in the absence or disability of the 1st Vice President and shall be a member, but not chairperson, of the Constitution, By-Laws, and Resolutions Committee.
- SECTION 4 The Secretary-Treasurer shall:
- A. Serve as Secretary-Treasurer to the Board of Directors and at all Association business sessions.
  - B. Keep a complete roll of the membership of the Association.
  - C. Perform all membership billing as directed by the Association's Board of Directors.
  - D. Receive all funds belonging to the Association and maintain a bank account for the orderly processing of all funds.
  - E. Prepare a financial report and present it at business meetings and make financial records available to the Board of Directors at all of their meetings and for auditing purposes.
  - F. Keep accurate records and promptly deliver all monies and records to the successor in office or to whomever the Association's Board of Directors may designate to receive them.
  - G. Be a member, but not chairperson, of the Publicity, Awards, and Citations Committee.
- SECTION 5 The Regional Members At-Large represent their respective regions regarding any Association matters that come before the Board. The Regional Members At-Large shall bring to the attention of the Board any issues or suggestions representatives from their regions may have

pertaining to the good of the Association and its members.

The President, with approval from the Board of Directors, will appoint one Regional Member At-Large to each of four permanent committees described in Article IX of the Constitution and By-Laws.

- SECTION 6 Any member of the Board who is absent for two meetings without providing a valid reason is considered to have voluntarily resigned his or her seat. The President shall notify the board member in writing of the individual's resignation as delineated in this section. The member may petition the Board of Directors for reinstatement by showing good cause for the absenteeism. The individual will not be reinstated unless a simple majority of the quorum votes in favor of reinstatement.
- SECTION 7 In the event a vacancy occurs in any position of the Officers of the Association, the President shall appoint a replacement with the approval of the Board of Directors. The individual appointed will complete the term of the vacant position and may choose to run for re-election.
- SECTION 8 In the event a vacancy occurs in any of the Regional Members At-Large positions, the President will notify the respective region of the vacancy and request that region representatives elect a replacement to complete the term of the vacant position.

#### **ARTICLE VIII BOARD OF DIRECTORS**

- SECTION 1 The Board of Directors shall meet following the elections for office to determine policies for the coming membership year, and at such times as may be called by the President.
- SECTION 2 The Board of Directors shall have full power and authority during intervals between regularly scheduled business meetings to perform all the functions which the Association might perform. All members of this Board shall have equal voting rights.
- SECTION 3 A simple majority of this Board shall constitute a quorum, and a simple majority vote of those present at a session shall determine all issues. At those times when a meeting of the Board is not scheduled, but a vote is required, a simple majority of the Board members via electronic voting procedures shall determine all issues

**ARTICLE IX  
COMMITTEES**

SECTION 1 Four permanent committees will assist the Board of Directors in conducting the business of the Association. These committees and their responsibilities are listed as follows:

- A. **CONSTITUTION, BY-LAWS, AND RESOLUTIONS COMMITTEE:**  
Reviews the Constitution and By-Laws on an annual basis and recommends to the Board of Directors appropriate improvements or changes. Reviews and develops resolutions to be consistent with the overall goals and objectives of the North Dakota Emergency Management Association. Resolutions are to be developed from issues and concerns submitted to the Committee by the Board of Directors. Upon approval of the Board of Directors, any proposed changes to the Constitution and By-Laws and any proposed resolutions will be brought before the membership at the annual meeting.
- B. **PUBLICITY, AWARDS AND CITATIONS COMMITTEE:**  
Recommends to the Board of Directors appropriate recognition to individuals, agencies, and organizations for outstanding or significant contributions in the area of Emergency Management based on the criteria established by the Board of Directors. Upon approval of the board, makes known the promotion of achievements, accomplishments, purposes and goals of the Association to the public, the media, and other organizations.
- C. **LEGISLATIVE COMMITTEE:** Recommends to the Board of Directors legislative needs, issues, and activities for the betterment of the Association. Recommendations must be within the realm of Emergency Management and consistent with the goals and philosophy of the Association.
- D. **MEMBERSHIP, NOMINATIONS, AND CREDENTIALS COMMITTEE:** Recommends to the Board of Directors appropriate measures to assure that the Association functions and flourishes as intended under the Constitution and By-Laws of the Association. Makes recommendations on how to maintain a strong active membership, selects capable, qualified candidates for nomination as Association officers, and maintains the credentials activity of the Association and its membership.

SECTION 2 All permanent committee member seats are to be filled by appointment of the President. Most committee appointments will be for one year.

However, in order to maintain committee continuity from one year to the next, the succeeding President will re-appoint a minimum of two committee members from the previous year back to the same committee.

SECTION 3 Special Committees may be appointed by the President to perform such duties as may be defined by the Board of Directors. Special Committees will cease to function when their specific task is completed or at the next annual meeting.

SECTION 4 The chairperson of each permanent or special committee shall be determined by the President in accordance with restrictions in Article VII of the Constitution and By-Laws.

SECTION 5 A simple majority of each permanent or special committee shall constitute a quorum, and a simple majority vote of those present at a meeting shall determine all issues. At those times when a committee meeting is not scheduled, but a vote is required, a simple majority of the committee members via electronic voting procedures shall determine all issues.

#### **ARTICLE X MEETINGS**

SECTION 1 The Association shall hold a minimum of one regular meeting annually. The last regular meeting of the calendar year will be considered the annual meeting. The time and place of these meetings shall be determined by the Board of Directors.

SECTION 2 The members of this Association are to receive notice of meetings, not less than ten (10) days prior to such a meeting.

SECTION 3 Special meetings may be called by the President of the Association, or by a majority decision of the Board of Directors.

SECTION 4 The Active members at any meeting of the membership shall constitute a quorum.

SECTION 5 Robert's Rule of Order shall be the parliamentary authority for all matters of procedure not specifically covered herein.



**ARTICLE XI  
AMENDMENTS**

SECTION 1 The Constitution and By-Laws may be amended by a two-thirds vote of a quorum at the annual meeting, as long as all requirements in Section 2 of this Article are met. When a vote to consider an amendment to the Constitution and By-Laws is necessitated by the Board of Directors, a two-thirds vote of the Active members via electronic voting procedures shall determine the issue.

SECTION 2 Members may propose changes to the Constitution and By-Laws by submitting them in writing to the Constitution, By-Laws, and Resolutions Committee no later than thirty (30) days prior to the annual meeting. This committee shall study the proposed changes, forward them to the Board of Directors with recommendations, and upon Board approval, present them to the membership, at least ten (10) days in advance of the annual meeting or prior to any electronic voting procedure.

DATE ADOPTED: Unknown Dates  
February 17, 2000  
September 12, 2001  
September 15, 2005  
September 11, 2008  
January 18, 2012  
September 2, 2015  
August 28, 2018  
August 27, 2019

  
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Lori Beck, Interim President

  
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Denise Brew, Secretary-Treasurer