

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.

ARTICLE II PURPOSES

- SECTION 1 The broad objective of this Association is to assist local, regional, 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 Association has its purposes:

- A. To establish and coordinate an effective liaison between local, regional, tribal, state and federal emergency management organizations.
- B. To exchange information from local, regional, tribal, state, and federal Emergency Managers concerning their common experiences, best practices and lessons learned.
- C. To improve the professional stature of the emergency management personnel.
- D. To establish a medium for effective liaison 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 memberships of the Association.
- SECTION 2 Voting on all issues coming before the membership may be conducted by secret ballot, if requested. A simple majority of the voting 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.

**ARTICLE VI
BOARD OF DIRECTORS**

- SECTION 1 The Officers of this Association shall be:
- A. President
 - B. Vice-President
 - C. Secretary-Treasurer
 - D. North Dakota Department of Emergency Services' (NDDES) Liaison (appointed, non-voting member)
 - E. Past President
 - F. Four (4) regional members at-large
- SECTION 2 The term of office for President, Vice-President, and Secretary-Treasurer shall be two years. The President and Vice-President shall be elected in odd-numbered years. The Secretary-Treasurer shall be elected in even-numbered years. Each of these Directors may be re-elected in succeeding years.
- SECTION 3 Elections for the Directors 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 Vice-President shall normally be filled by advancement in rank.
- SECTION 4 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 5 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 6 No member shall serve as a Director of the Association or as any other member of the Board of Directors unless qualified as an Active member as prescribed in Article III, Sections 1 of the Constitution and By-Laws.

SECTION 7 The newly elected Directors of the Association 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 Directors shall begin their terms immediately following the event. Depending on the length of the term, the terms of office for the outgoing Directors will expire at the end of the annual meeting/event at which time their successors are elected and qualified.

SECTION 8 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 DIRECTORS

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 Committee.

SECTION 2 The 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 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 4 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 5 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 6 In the event a vacancy occurs in the positions of Vice-President or Secretary-Treasurer, 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 7 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
AUTHORITIES OF 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 except for the North Dakota Department of Emergency Services' Liaison (appointed, non-voting member).
- 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 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 directors, 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, 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 Rules 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
August 31, 2021
August 30, 2022



Mike Smith, President



Karla Germann, Secretary-Treasurer