

ALABAMA ASSOCIATION OF EMERGENCY MANAGERS

(AAEM)



Bylaws

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PREFACE

The Alabama Association of Emergency Managers (herein called the Association) is an organization comprised of individuals professionally engaged or interested in or advancement of emergency management and associated fields of discipline.

The Association is geographically divided into seven areas within the State of Alabama. Each area elects an Area Director who serves on the Board of Directors of the Association, and has administrative and fiduciary responsibility to the organization. The Alabama Emergency Management Agency appoints a representative to serve in Area 8 representing the interest of members employed by AEMA.

The Association, by virtue of the number and diverse locations of its members, is administered by a Board of Directors, which is vested with the responsibility of determining policy and conducting the business of the Association. This Board will consist of the seven Area Directors, an Alabama Emergency Management Agency representative, the President, First Vice-President, Second Vice-President, Secretary, Treasurer and the Immediate Past President.

ARTICLE I - INCORPORATION/ NAME/ FISCAL YEAR

Section 1. Incorporation

The Alabama Emergency Management Council is a non-profit organization incorporated by and under the laws of the State of Alabama.

Section 2. Name

The Name of the organization shall be the Alabama Emergency Management Council d/b/a the Alabama Association of Emergency Managers.

Section 3. Fiscal Year

The fiscal year of the Association shall be January 1 through December 31.

ARTICLE II - MEMBERSHIP

Section 1. Eligibility

Any person supportive of the Association's mission shall be eligible for membership.

Section 2. Classification of Membership

A. INDIVIDUAL

Individual membership is defined as an individual professionally engaged in directing, planning, administrating, or coordinating the activities of Emergency Management for the Federal, State, County, City, or Township Government in the State of Alabama. 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 works in the emergency management program.

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

B. ASSOCIATE MEMBER

Associate membership is defined as any elected officials, emergency service and support personnel at both the local and state levels and any other person who believes and supports the Association's purpose and who is not eligible for membership in any other classification. Associate members shall not be entitled to vote, hold office or serve on any standing committee in the Association. Associate Members may serve on special committees.

C. CORPORATE MEMBER

Corporate memberships are defined as any businesses and industries, political entities and other groups and organizations that are interested in the advancement and professionalism of Emergency Management and the purpose of the Association. Corporate members are not eligible to vote, hold office or serve on any standing committee in the Association. A corporate representative may serve on special committees.

D. HONORARY

Honorary membership may be awarded annually by a majority vote of the Board of Directors to persons or any business entity for outstanding contributions towards the advancement of emergency management. Honorary members or their representatives shall not be entitled to vote or to hold office in the Association. An Honorary member is not eligible to serve on any standing committee. An Honorary member may serve on special committees.

E. LIFE

Life Membership shall be accorded to any "Individual Member" who has been a member in good standing for ten (10) or more consecutive years and is no longer employed or associated with a political subdivision or organization that would make them eligible for a paid Individual Membership. Life Membership shall also be accorded to any Past President of the Association who has completed their

term and is no longer employed or associated with a political subdivision or organization that would make them eligible for a paid Individual Membership. Life Members have full voting rights, may chair or work on committees. Life Members may not hold office.

F. STUDENT

This membership is available to any individual attending school full-time in an emergency management or related program. Student Members are not eligible to vote, hold office or serve on any standing committee. Student Members are eligible to serve on any special committee.

Section 3. Dues and Fees

- A. The term of membership for which dues are paid shall be January 1 through December 31.
- B. Dues shall be established by the Board of Directors in accordance with the Administrative Policies and Procedures and shall be set at a level sufficient to cover the Association's administrative costs. (Refer to APP, Section V.C.)
- C. Dues and fees shall be payable on January 1 of each year. Dues shall be considered delinquent if they are not paid within 60 days of January 1. Members who have not paid their dues within 90 days of January 1 and who have not made arrangements to extend the payment deadline shall forfeit membership.
- D. Life Members and Honorary Members shall not be required to pay any dues for their membership.

ARTICLE III - OFFICERS

Section 1. Officers

The Officers of the Association shall be the President, First Vice-President, Second Vice-President, Immediate Past-President, Secretary, Treasurer, the seven Area Directors, and the Alabama Emergency Management Agency representative.

- A. The President shall preside at all meetings of the Association and the Board of Directors; authorize expenditures within the budget appropriations approved by the Board of Directors. The President shall appoint Officers and Area Directors to act as liaisons between standing committees of the Association. The President shall appoint or confirm committee chairs. The President is an ex-officio member

of all committees. The President shall perform such other duties as required by the Administrative Policies and Procedures.

- B. The First Vice-President shall perform the duties of the President in the absence or disability of that officer and perform such other duties as required by the Administrative Policies and Procedures. The First Vice-President shall serve as the chairperson for the Awards and Recognition Committee.
- C. The Second Vice-President shall perform the duties of the First Vice-President in the absence or disability of that officer and perform such other duties as required by the Administrative Policies and Procedures
- D. The Immediate Past President shall assist the President and the First and Second Vice-President as necessary. The Immediate Past-President shall serve as the chairperson for the AAEM Scholarship Committee.
- E. The Secretary shall maintain accurate records of the proceedings of all meetings of the membership, the Board of Directors, and perform such other duties as required by the Administrative Policies and Procedures.
- F. The Treasurer shall maintain accurate up-to-date records of all monies and securities belonging to the Association in accordance with the Administrative Policies and Procedures.
- G. The seven Area Directors shall act as liaison officers between the Association and constituents. Each shall serve as the representative of their respective Area in all matters pertaining to the Association. Subject to the approval of the President, each shall act on behalf of the President in matters pertaining to their respective Area in accordance with the Administrative Policies and Procedures.
- H. The Alabama Emergency Management Agency representative shall act as a liaison between the Association and the Alabama Emergency Management Agency.

Section 2. Qualifications

To be elected or appointed to an office, a member shall meet the following requirements:

- A. For the office of President, First Vice-President or Second Vice-President, member has to be an individual member for a minimum of 3 continuous years prior to seeking office.
- B. For any office other than President, First Vice-President or Second Vice-President, member has to be an individual member for a minimum of 1 year prior to seeking office.

- C. In order to be placed on the ballot for election to office, the person must also meet the qualifications as established in the Administrative Policies and Procedures.

Section 3. Method of Selection

The officers shall be selected as follows:

- A. The person holding the office of President at the time of the election of new officers shall be designated the Immediate Past President for the ensuing year.
- B. The First Vice-President shall succeed to the office of President when the President's term ends or if the President vacates his/her office for any reason.
- C. The Second Vice-President shall succeed to the office of First Vice-President when the First Vice-President's term ends or if the First Vice-President vacates his/her office for any reason.
- D. The Second Vice-President shall be elected at the Annual Conference, in accordance with the Administrative Policies and Procedures.
- E. Area Directors shall be elected each year at the Annual Conference by the respective area membership.
- F. The President shall appoint the Secretary and Treasurer with majority vote of Board of Directors.
- G. The Alabama Emergency Management Agency representative shall be selected by the Director of the Alabama Emergency Management Agency.

Section 4. Term of Office

The term of office for all offices shall be one year. The term shall commence immediately following the installation of officers, which shall be conducted at the Annual Conference. The President, First Vice-President, and Second Vice-President shall not succeed themselves in their respective offices.

Section 5. Vacancy in Elected Offices

- A. If a vacancy occurs in the office of President, the First Vice-President shall automatically assume the office of President. This does not preclude the First Vice- President from serving the term of office for which elected.
- B. If a vacancy occurs in the office of First Vice-President, the Second Vice-President shall automatically assume the office of First Vice-President. This does

not preclude the Second Vice-President from serving the term of office for which elected.

- C. If a vacancy occurs in the office of the Second Vice-President, the position will remain vacant until the next election of officers at which time a Second Vice-President will be nominated as a part of the slate of officers.
- D. If a vacancy occurs simultaneously in the office of President and the First Vice-President, the Second Vice-President shall automatically assume the office of President and a majority of the Board of Directors shall elect a Second Vice-President from within the Board of Directors for the remainder of the term.
- E. If a vacancy occurs in either the office of Secretary and/or Treasurer, the President shall, with the Board of Directors' confirmation, appoint a qualified member to fill the vacancy for the remainder of the term.
- F. If a vacancy occurs in the office of an Area Director, the respective area shall appoint a replacement Area Director for the remainder of the term.
- G. If a vacancy occurs in the office of the Alabama Emergency Management Agency representative, the Director of the AEMA shall appoint a new representative for the remainder of the term.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Membership

The Board of Directors shall consist of the Association Officers as defined in Article III Section 1. The Board of Directors shall have general supervision of the affairs of the Association, adopt an annual budget for the Association, make recommendations to the general membership of the Association, and perform such other duties as specified in these Bylaws and as contained in the Administrative Policies and Procedures of the Association.

Section 2. Board Meetings

- A. Within 45 days following the Annual Conference, the Board of Directors shall meet to determine policy for the ensuing year. The Board of Directors shall meet to conduct business at such other times as the President may direct, provided that the members of the Board shall be notified at least ten (10) working days in advance of such meetings.
- B. The President may call a special board meeting at any time for the purpose of conducting specific business of the Association, provided that only the business

that necessitated the special meeting shall be acted upon at such special meeting. Upon the written request of the majority of the Board of Directors, the President shall call a special board meeting. At such special board meetings, only the business specified in the notice of the meeting shall be acted upon.

- C. Assuming it may be necessary to conduct a meeting of the Board via the electronic media, procedures for conducting such a meeting shall be established in the Administrative Policies and Procedures. [See Section III.C.2.]

Section 3. Quorum

A majority of the members of the Board of Directors shall constitute a quorum.

Section 4. Designation of Appointed Agents

- A. The President and Board of Directors shall, as provided in the Administrative Policies and Procedures, make the selection and appointment of any appointed agents, paid or unpaid.
- B. The duties and responsibilities of any appointed agents shall be determined by the President.

Section 5. Administrative Policies and Procedures

- A. At the first Board meeting following the Annual Conference, the Board of Directors shall ratify and/or amend the Administrative Policies and Procedures which shall set forth the duties and responsibilities of all those who act on behalf of the Association.
- B. Amendments to the Administrative Policies and Procedures may be submitted to the Board of Directors by any member of the Association. Such amendments shall be considered and acted upon by a roll call vote of the Board of Directors.
- C. Annually, all members shall be informed in writing of any amendments adopted in the Administrative Policies and Procedures.

ARTICLE V - MEETINGS

Section 1. Meetings of the Membership Body

- A. The membership shall meet annually at the times and places designated in accordance with the Administrative Policies and Procedures.

- B. Other meetings of the Association as a body may be held throughout the year but not for the purpose of conducting the business designated to be conducted at the annual business meetings.

ARTICLE VI - RIGHTS OF MEMBERS

Section 1. Members in Good Standing:

Members are considered to be "in good standing" if all applicable dues, fees and other amounts owed are paid in full. Members in good standing are expected to abide by the Bylaws and the Code of Ethics (Refer to APP, Section I.D.2). Individual Members in good standing have the right to:

- A. Hold office according to guidelines established in the Administrative Policies and Procedures.
- B. Vote, according to the process established in the Administrative Policies and Procedures relating to:
 - 1. Amendments to the Bylaws.
 - 2. Election of officers.
 - 3. Matters of business arising at the annual meeting.
- C. Vote, by a majority vote according to the process established in the Administrative Policies and Procedures, on actions of the Board of Directors affecting the rights of members relating to:
 - 1. Changes in dues.
 - 2. Voting procedures.

Section 2. Quorum

- A. A majority of the voting members who are registered and present at the annual business meeting shall constitute a quorum.
- B. Approval of any action shall require a majority vote of the voting members present at the annual business meeting.

Section 3. Voting

- A. The right to vote as a member of the Association may be exercised only when appropriate membership fee has been paid. (Refer to APP, Section IV.)

