

# OREGON EMERGENCY MANAGEMENT ASSOCIATION

## BYLAWS

### ARTICLE I. NAME AND TERRITORIAL LIMITS

SECTION 1. The name of this organization is the Oregon Emergency Management Association. The acronym "OEMA" is also used to signify the name of the Association. **The Association is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).** In addition, the Association is formed as a public benefit corporation with members under provisions of the Corporation Division of the state of Oregon.

SECTION 2. The Association's territorial limits are confined to the state of Oregon.

### ARTICLE II. PURPOSE

SECTION 1. The Oregon Emergency Management Association is a statewide organization which is dedicated to serving its members and the community. The Association provides a forum to:

- (A) Serve as a clearinghouse for ideas, suggestions, and courses of action for its members.
- (B) Promote emergency management and provide training and educational opportunities and preparedness information to the public, private industry, and other organizations with emergency management responsibilities.
- (C) Coordinate the efforts and plans of its members with other organizations having responsibility for disaster mitigation, preparedness, response, and recovery and provide liaison to those organizations.
- (D) Educate government officials on legislative issues involving emergency management.

- (E) Build, strengthen, and enhance communications among members of the emergency management community.

SECTION 2. **No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.**

SECTION 3. **Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by an Association exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).**

### ARTICLE III. MEMBERSHIP

SECTION 1. Membership consists of five categories: Delegate Member, Student Member, Life Member, Honorary Member, and Affiliate Member.

- (A) Delegate membership is available to any person with emergency management responsibilities or interests.
- (B) Student membership is available to any student with emergency management interests attending a post-secondary institution in a fulltime or part-time capacity who is not also employed in a fulltime emergency management position.
- (C) Life membership may be awarded to any member of the organization who has been an active and contributing member and who is leaving his/her sponsoring organization due to retirement or career change. Life membership must be approved by the Executive Board.
- (D) Honorary membership is open to any person who, in the judgement of the Executive Board, merits this recognition. Honorary membership must be approved by a majority vote of the Association's members.

- (E) Affiliate membership is available to any private sector or non-governmental organization that provides products, services, or other resources that support emergency management programs, activities, or personnel. Intended for groups of three or more from one organization, the membership belongs to the organization paying the dues.

SECTION 2. Good Standing. Members are considered to be in good standing if they are current in dues and fee obligations and have not been removed for cause.

#### ARTICLE IV. PRIVILEGES, VOTING RIGHTS, AND DISCIPLINE

##### SECTION 1. Member Privileges and Voting Rights

- (A) Delegate members have all privileges of the Association, including the right to vote, hold any elected office, serve on or chair any committee, serve as a liaison or Association representative, participate in meetings and discussions, and receive all Association communications.
- (B) Student members may participate in meetings and discussions and serve as members of committees, but cannot vote or hold an elected office or chair a committee. Student members can serve as a liaison and have the right to receive all Association communications.
- (C) Life members have all privileges of the Association, including the right to vote, serve on or chair any committee, serve as a liaison or Association representative, participate in meetings and discussions, and receive all Association communications, but cannot hold an elected office.
- (D) Honorary members may participate in meetings and discussions and serve as members of committees, but cannot vote or hold an elected office or chair a committee. Honorary members will receive all Association communications for one year. Such communications will be discontinued unless the member requests, in writing, that the communications be continued in subsequent years.

- (E) An Affiliate member may designate one person to represent the Affiliate organization at conferences, meetings, or other Association activities. The name of the designated person shall be submitted to the Association Secretary annually at the time of membership payment. The designated representative of the Affiliate may vote on behalf of the Affiliate member, serve on or chair a committee, and receive all Association communications, but cannot hold an elected office or serve as a liaison or Association representative. Other representatives of the Affiliate member have no voting rights, may not hold an elected office or serve as a committee chair, liaison or Association representative.

SECTION 2. The privileges of the Association are only available to members in good standing.

SECTION 3. Any member violating Association bylaws or policies or engaging in conduct that reflects negatively on the Association may be subject to disciplinary action up to and including revocation of Association membership.

#### ARTICLE V. MEETINGS

SECTION 1. Association meetings shall consist of general membership meetings, an Annual Membership Meeting, Executive Board meetings, and committee and subcommittee meetings.

- (A) General membership meetings shall be held at such times and places as are needed for the effective conduct of Association business.
- (B) An Annual Membership Meeting shall be held during the fall of each year in conjunction with the Association's emergency management conference.
- (C) The Executive Board shall meet annually to establish Association goals for the ensuing year, and at other times as directed by the President.
- (D) The Executive Board may meet in executive (i.e., closed)

session to discuss matters relating to performance and discipline, contract negotiations, employment, and litigation.

- (E) Committees and subcommittees shall meet at such times and places as are needed for the performance of their assigned responsibilities.

SECTION 2. Association members shall be provided at least fifteen (15) days written notice of any membership meeting.

SECTION 3. The presence of any members eligible to vote at a membership meeting shall constitute a quorum.

SECTION 4. The presence of any four of the Association officers at an Executive Board meeting shall constitute a quorum.

SECTION 5. The Association is not a "Public Body" and its meetings are not "Public Meetings" as defined in Oregon Revised Statutes (ORS) 192.610. The participation of a non-member or a member not in good standing at any Association meeting shall be at the discretion of the Association member presiding over the meeting.

SECTION 6. Minutes will be taken at all membership and Executive Board meetings. The minutes of Executive Board executive sessions are exempt from disclosure.

## ARTICLE VI. DUES

SECTION 1. The annual dues for Delegate, Student, and Affiliate membership shall be set by the Association at a general membership meeting. Changes to the dues structure shall take effect the following fiscal year.

SECTION 2. Life and Honorary members are exempt from annual dues.

SECTION 3. Annual dues shall be payable on July 1 of each year. Delinquent members shall be dropped from the roll as of September 1.

## ARTICLE VII. OFFICERS

- SECTION 1. The officers of the Association shall be the President, Vice President, Secretary, Treasurer, Immediate Past President, and two Members-at-Large, one from the east side of the state and the other from the west side of the state. These officers constitute the Executive Board.
- SECTION 2. The officers of the Association shall assume their duties on November 1 following their election.
- SECTION 3. All Association officers shall serve two year terms.
- SECTION 4. At least sixty (60) days prior to the Annual Membership Meeting, the President shall appoint a Nominating Committee, which will consist of two (2) members in good standing, the Vice President, and the Immediate Past President. It shall be the responsibility of the Nominating Committee to nominate and publish a slate of officers at least forty-five (45) days prior to the Annual Membership Meeting. Candidates are required to submit a letter of support from their supervisor. The Vice President is the candidate for ascendancy to the office of President for the following term.
- SECTION 5. An election of officers shall be held each year at the Annual Membership Meeting. The Vice President, Secretary and Member-at-Large for western Oregon shall be elected in even-numbered years and the President, Treasurer and Member-at-Large for eastern Oregon shall be elected in odd-numbered years.
- Section 6. If the President, Vice President, Secretary, Treasurer or a Member-at-Large is unable to complete a full term in office, a special election will be held to fill the vacancy.
- Section 7. If the Immediate Past President is unable to complete a full term in office, the Executive Board will appoint a former Association President to the position.
- Section 8. Voting at elections is restricted to eligible (i.e., Delegate, Life, and Affiliate) members in good standing. Absentee ballots will be available to those members not able to attend the meeting. Returned absentee ballots must be postmarked or submitted via fax or email to OEMA no later than ten (10) business days prior to the Annual Membership Meeting. Election to office will be decided by

a simple majority of the eligible ballots cast.

SECTION 9. The duties of the officers of the Association are:

(A) President

1. Preside at all membership meetings of the Association and serve as Chair of the Executive Board.
2. Form committees and appoint committee members consistent with Article IX of the bylaws.
3. Serve as liaison to Oregon Emergency Management and appoint representatives or liaisons to other associations, external committees, and task forces.
4. Serve as a member of the Legislative and Strategic Planning committees.
5. Carry out the purposes of the Association as set forth in the bylaws.
6. Keep the membership appropriately informed of Association matters.
7. Co-lead, with the Vice President, preparations for and conduct of the Association's annual conference.
8. Make such other appointments as are necessary.

(B) Vice President

1. Perform the duties of President in his/her absence.
2. Serve as Chair Pro-tem or liaison to each standing committee according to the duties specifically determined by the President.
3. Serve as a member of the Legislative and Strategic Planning committees.

4. Serve as a member of the Nominating Committee.
5. Co-lead, with the President, preparations for and conduct of the Association's annual conference.

(C) Secretary

1. Keep minutes of the proceedings at all membership and Executive Board meetings.
2. Retain minutes for all membership and Executive Board meetings as a permanent record.
3. Make copies of meeting minutes available to all members no later than thirty (30) days following the meetings.
4. Maintain a record of all votes amending the Association bylaws.
5. Serve as Association historian.
6. Maintain a current membership roster and make it available to all members of the Association.
7. Maintain a list of members in good standing, including their membership category and voting rights.
8. Serve as a member of the Strategic Planning Committee.
9. Call the meeting to order when the President and Vice President are absent and call for an election by the body of a Chair Pro-tem for that meeting.
10. Perform such additional duties as may be required by the Executive Board.

(D) Treasurer

1. Receive and maintain responsibility for all monies or securities belonging to the Association or collected in

its name.

2. Disperse Association funds as ordered by the President or the membership.
3. Prepare an annual budget in cooperation with the Finance Committee.
4. Pay for budgeted expenses upon submission of a proper invoice, reimbursement request, or proof of claim by a vendor.
5. Honor all claims for payment of unbudgeted expenses when such expenditures were authorized by a duly passed motion at a membership or Executive Board meeting.
6. Complete forms required by the Corporation Division of the state of Oregon. Such submission will occur each October and will detail the names and addresses of the Association's officers and current filing status as a "Public Benefit" association.
7. Prepare and submit other reports and forms as required by the state and federal governments, including all IRS related documents.
8. Serve as a member of the Strategic Planning Committee.
9. Perform such additional duties as may be required by the Executive Board.

(E) Immediate Past President

1. Serve on the Executive Board.
2. Serve as Chair of the Legislative and Nominating committees.
3. Serve as a member of the Strategic Planning Committee.

4. Perform such additional duties as may be required by the Executive Board.

(F) Member-at-Large

1. Serve as a representative of the Association members in the geographic area he/she represents.
2. Act as a liaison between the Association and members in the geographic area he/she represents.
3. Serve as a member of the Legislative and Strategic Planning committees.
4. Perform such additional duties as may be required by the Executive Board.

## ARTICLE VIII. EXECUTIVE BOARD

SECTION 1. The Executive Board shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President, and Members-at-Large.

SECTION 2. Executive Board Responsibilities:

(A)The Executive Board will:

1. Establish Association policies and handle all emergency business.
2. Develop and publish the Association and Executive Board meeting schedules.
3. Confirm the selection of the financial institution used to maintain Association funds.
4. Approve all non-budgeted expenditures.
5. Approve all Association travel for which reimbursement will be authorized. The Executive Board will also establish the reimbursement rates (mileage, per diem,

and lodging) for all authorized travel.

6. Review all proposed amendments to the bylaws.
  7. Appoint a former Association President to the position of Immediate Past President if a vacancy in that position occurs.
- (B) The Executive Board may investigate and remove a member for cause. "Cause" includes failure to perform, neglect of official Association responsibilities, conversion of Association funds or other property, and/or other behavior not consistent with the Association's purpose.

## ARTICLE IX. COMMITTEES

SECTION 1. The following committees shall be standing committees.

- (A) Bylaws: This committee will maintain the Association's bylaws, evaluate them for conformity with federal and state laws and policies and Association purposes, and make recommendations for their amendment to the Executive Board and membership.
- (B) Technology: This committee will advise the membership on use of new technology in support of the Association's mission.
- (C) Finance: This committee will recommend guidelines for management of fiscal activities, work with the Treasurer in preparing a budget and addressing financial requirements, and review the annual audit of Association expenditures.
- (D) Legislative: This Committee will maintain liaison with state and federal legislators and appropriate associations, committees, and task forces in matters relating to emergency management. The Committee will also monitor legislation of interest to the Association and its membership, and make recommendations to the Executive Board regarding Association positions relative to legislative issues. The committee may draft legislation and testify for or against legislation as appropriate and directed by the Association.

- (E) Strategic Communication: This committee will promote the Association and Association membership and ensure that member services are provided. The Committee will serve as the communications coordinators or spokespersons for the Association.
- (F) Professional Development: This committee will support and facilitate the professional development of Association members through the establishment, maintenance, and management of the Oregon Certified Emergency Management Specialist (ORCEMS) professional certification program.
- (G) Private Sector: This committee will provide a forum where business issues and information can be discussed and exchanged about existing and proposed laws, regulations, and plans pertaining to private sector emergency management efforts and will identify and propose strategies to enhance public-private relationships to further emergency management capacity throughout the state. The committee will also advise the membership on private sector emergency management programs, initiatives, and issues, and advise and support other Association efforts to engage private sector emergency management personnel.
- (H) Strategic Planning: This committee will conduct an annual review of the Association's strategic plan, prepare a written report on the attainment of plan goals, and recommend changes to the plan. This committee will be comprised of the Executive Board and the chairs and vice chairs of the Association's standing committees.

SECTION 2. Ad hoc committees may be formed as necessary for the conduct of Association business.

SECTION 3. Non-members of the Association may participate on any standing or ad hoc committee or subcommittee at the discretion of the committee or subcommittee chair. Non-members may not chair standing or ad hoc committees or subcommittees or vote on committee or subcommittee matters.

## ARTICLE X. LIAISONS AND REPRESENTATIVES

- SECTION 1. The Association will maintain an active relationship with other associations, external committees, and statewide task forces with an interest in or focus on emergency management or emergency preparedness.
- SECTION 2. Liaisons will be assigned to coordinate with other associations. Association representatives will be assigned to standing and ad hoc external committees and task forces.
- SECTION 3. Liaisons and Association representatives monitor the activities of the organizations to which they are assigned, identify opportunities to strengthen partnerships and further Association goals, advocate for strong preparedness and emergency management programs, and brief the Association leadership and members as appropriate on relevant activities. Association representatives have the additional authority to represent Association policies and positions.
- SECTION 4. Disclaimer of Endorsement. No individual member or group of members representing the Association shall have the authority to endorse or recommend any product, service, or organization in the name of the Association or in the name of his/her/their elected or appointed position(s) unless so authorized by the Executive Board.

## ARTICLE XI. FINANCE

- SECTION 1. The fiscal year of the Association is July 1 through June 30.
- SECTION 2. No fundraising activities shall be undertaken by any member of the Association, in the name of the Association, without prior approval of the Executive Board.
- SECTION 3. **No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501 (c)(3) purposes.**

SECTION 4. Members of the Executive Board, appointed members of standing and ad hoc committees and subcommittees, and designated liaisons and Association representatives may be reimbursed for expenses incurred for travel and lodging provided those costs are authorized and not covered by other means.

SECTION 5. A fiscal year budget shall be submitted to the membership for review and adoption at a membership meeting prior to the beginning of each fiscal year. Approval of the budget shall be documented in the minutes of the meeting.

SECTION 6. Financial Review

(A) A review of the Association's finances will be conducted by the Finance Committee not later than September of each year.

(B) Any member of the Association may request that a financial review be conducted. Approval of an unscheduled financial review is subject to a vote of the membership.

SECTION 7. Monthly and year-to-date financial statements shall be presented to the members for review and approval at all membership meetings.

SECTION 8. All obligations of \$500.00 or more require the approval of two Executive Board members.

SECTION 9. **Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes with the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or shall be distributed to the federal or state government or any local government for a public purpose.**

## ARTICLE XII. PARLIAMENTARY AUTHORITY

SECTION 1. Robert's "Rules of Order" (revised) shall be the parliamentary authority for all matters of procedure not specifically covered by the Association bylaws.

ARTICLE XIII. AMENDMENTS TO THE BYLAWS

SECTION 1. These bylaws may be amended by a majority vote at any membership meeting. Notification of proposed amendments must be distributed to all members in good standing at least fifteen (15) days prior to the meeting.

SECTION 2. Consistent with the authority granted in Article VIII, Section 2(A)1 of these bylaws, the Executive Board may amend the bylaws in an emergency. When such an action is taken, the amendment must be promptly communicated to the membership and ratified by a majority vote of the members present at the next membership meeting provided notice of the amendment is given at least fifteen (15) days prior to the meeting.

SECTION 3. A record of all votes wherein one or more sections of the bylaws were changed shall be maintained. The record will include the following:

- (A). The number of members eligible to vote.
- (B). The number of votes cast for the amendments.
- (C). The number of votes cast against the amendments.

ARTICLE XIV. ACCEPTANCE DATES

Effective this 15<sup>th</sup> day of June, 1978  
Amended this 22<sup>nd</sup> day of June, 1984  
Amended this 9<sup>th</sup> day of September, 1988  
Amended this 17<sup>th</sup> day of July, 1991  
Amended this 29<sup>th</sup> day of June, 1994  
Amended this 11<sup>th</sup> day of June, 1998  
Amended this 21<sup>st</sup> day of January, 1999  
Amended this 19<sup>th</sup> day of August, 2002

Amended and approved this 9<sup>th</sup> day of December, 2002      Laureen A. Paulsen  
OEMA President

Amended and approved this 19<sup>th</sup> day of September, 2007      Michael J. Mumaw  
OEMA President

Amended and approved this 7 <sup>th</sup> day of December, 2010	Mike Harryman OEMA President
Amended and approved this 17 <sup>th</sup> day of July, 2012	Doug McGillivray OEMA President
Amended and approved this 3 <sup>rd</sup> day of October, 2012	Doug McGillivray OEMA President
Amended and approved this 7 <sup>th</sup> day of October, 2013	Joe Rizzi OEMA President
Amended and approved this 1 <sup>st</sup> day of May, 2014	Robbie Roberts OEMA President
Amended and approved this 31 <sup>st</sup> day of October 2017	Eric Plebuch OEMA President
Amended and approved this 8 <sup>th</sup> day of October 2018 with an effective date of November 1, 2018	Ed Flick OEMA President

Note: Information in **bold** type is language required by the Internal Revenue Service.