

**BYLAWS OF THE SANTA CLARA COUNTY  
EMERGENCY MANAGERS ASSOCIATION**

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THE EMERGENCY MANAGERS ASSOCIATION (EMA), ESTABLISHED AUGUST 12, 1982

**ARTICLE 1  
NAME AND STATUS**

The name of the corporation shall be the Santa Clara County Emergency Managers Association (SCCEMA), hereafter known and referred to as EMA. The EMA is a non-profit public benefit corporation and is not organized for the private gain of any person, group member, or membership sector. This corporation is organized and operated exclusively for the purposes set forth within the meaning of Internal Revenue Code section 501(c)4. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The principal office for the transaction of EMA business shall be the Santa Clara County Emergency Managers Association, P.O. Box 18952, San Jose, California 95158.

**ARTICLE 2  
MISSION AND VALUES**

The mission of the EMA is to support the professional advancement and development of emergency managers in the Santa Clara County Operational Area, and to promote readiness in both the public and private sectors, through the phases of emergency management; preparedness, mitigation/prevention, response and recovery.

To serve this mission, the Association shall:

- Serve as a platform for networking and collaboration between emergency managers and other key community stakeholders that provide, support, and/or coordinate disaster-related services to people and animals affected by emergencies and disasters;
- Improve coordination and communication in the emergency management and preparedness community, provide training and professional development opportunities, encourage emergency planning and preparedness, share best practices and lessons learned;
- Have a non-voting seat in the Santa Clara County Emergency Operational Area Council, providing guidance, representing and advocating for emergency management initiatives in Santa Clara County.
- Inform members of for emergency management and disaster-related public policy and legislation, as appropriate.

As we realize and carry out our mission, the actions and efforts of the Association as a whole shall be guided by the following values:

- Professional – We commit to a high standard of professional ethics, behavior and work standards.
- Diversity – We embrace and include the uniqueness within our community.
- Flexibility – We embrace a ready capability to adapt to new, different or changing requirements.
- Integrity – Honesty and truthfulness motivate our actions.

- Supportive –We commit to ongoing career and professional development of each member through mentoring and networking.
- Collaborative – We work together toward a common goal using education, shared knowledge and learning to build consensus.
- Resourceful – We strive to be able to act effectively in all situations

## **ARTICLE 3 MEMBERSHIP**

Membership is open to any individual or group who is involved with emergency management activities in the County of Santa Clara in local government, special districts, private (non-profit) sector, business and industry, public health, and higher education, and/or has retired after serving in the emergency management profession.

There are four eligible levels of membership:

1. Individual Membership
2. Group Membership
3. Associate Membership
4. Emeritus Membership

### **SECTION 3.1 MEMBER IN GOOD STANDING, DEFINED**

Member in good standing is one who has paid dues for the current year, has been approved by the Board, and abides by the Code of Ethics.

### **SECTION 3.2 MEMBERSHIP APPLICATION**

Association member candidates shall submit an application for membership and any supporting documentation to the Board Secretary.

The Board (acting as the Membership Approval Committee) shall review and ensure they meet member criteria. The Board President or Board Vice President (in the absence of the Board President) will announce new members at the next regularly scheduled membership meeting. Membership is effective immediately upon dues payment.

### **SECTION 3.3 INDIVIDUAL MEMBERSHIP**

Individual Membership is open to emergency managers (public, private, and nonprofit sectors) who are assigned emergency management responsibilities within their organization. If the member leaves employment, then they will retain their individual member status for the remainder of the year. An Individual Membership purchased by a qualified organization is owned by the organization and may be transferred to an individual representing that organization's Emergency Management function. Individuals with an Individual Membership may cast one (1) single vote.

### **SECTION 3.4 GROUP MEMBERSHIP**

Group Membership is open to any organization (public, private, and nonprofit sectors) that is eligible for membership and has multiple individuals working as Emergency Managers (director's, deputy director's, specialists, planners, coordinators, volunteers, etc.). Group members may serve on any committee. There is no limit to the number of people in a group membership. Organizations with Group Membership may cast one (1) single vote that represents the organization.

### **SECTION 3.5 ASSOCIATE MEMBERSHIP**

Associate Membership is open to any student, volunteer or other individual with an interest in emergency management and wants to learn more. We encourage your involvement and welcome your

interest and ideas. Associate members must meet the membership criteria established by the Membership Committee and may participate on one or more EMA committees. Associate members may not vote or hold office.

### **SECTION 3.6 EMERITUS MEMBERSHIP**

Emeritus status and membership may be conferred upon those association members who have retired.

Emeritus members must be retired from service as an employee in the field of emergency management and remain retired. For the purpose of this designation, Emeritus membership means a member who has less than 400 hours of employment, self-employment, or works as a principal in a consulting firm in any calendar year period.

Should an Emeritus member desire to change their status back to an individual or group membership or re-enter the emergency management field as an employed professional, they must notify the Association Treasurer and pay the appropriate membership dues.

Emeritus members as retired participants do not pay membership dues. They may participate in committees and retain the rights and privileges equal to Associate Members. Because Emeritus members do not represent an entity or organization (only themselves), Emeritus members may not vote or hold office.

### **SECTION 3.7 VISITORS AND GUESTS**

Any individual who is not in one of the listed member categories is welcome to attend EMA meetings, under association membership sponsorship. The association member must submit a request to the Board 14 calendar days prior to the membership meeting. Visitors and guests are welcome and may participate in discussion. An individual in this category may not vote or hold office. Visitors who attend more than 3 meetings in a calendar year must join the association and pay Associate Member dues (at a minimum).

## **ARTICLE 4 OFFICERS**

### **SECTION 4.1 EXECUTIVE BOARD**

The Executive Board shall consist of: President, Vice President, Secretary, Treasurer, Immediate Past President, and at least two At-Large Members from the public or private sector.

### **SECTION 4.2 QUALIFICATION FOR BOARD OFFICE**

Any Association member holding individual or group membership in good standing may hold a position on the Board. Candidates for a Board Office position shall have been professionally engaged as an emergency management practitioner (employed full-time or part-time) for at least one year.

President and Vice President shall also have been a member in good standing for at least one year.

All other officers must be a member in good standing.

The qualifications listed above may be waived by a 2/3 majority of the voting Association members present at a regularly scheduled or special Association meeting.

### **SECTION 4.3 DUTIES OF OFFICERS:**

**President:** The President shall preside at all meetings of the Association and the Executive Board. The President shall be responsible for keeping the Association informed of the activities of the President and Executive Board and shall prepare a report of the activities of the President's office at each EMA membership meeting. The President may represent the EMA before boards, councils and public forums as requested.

The President shall ensure the Association's tax records, documentation, and reporting are carried out as required under these Bylaws on an annual basis to maintain the Association's non-profit status and purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code.

**Vice President:** The Vice President shall ensure that all meeting minutes and Association business are published and that regular updates and maintenance of the Association's internet -based platform presence are performed. Other board members may be listed as designees to assist with administrative updates.

The Vice President shall perform all the duties of the President in the absence of the President.

**Secretary:** The Secretary in accordance with Article 9, shall keep, or cause to be kept, at the principal office or such other place as the Executive Board may order, a book of minutes of all meetings of the Association, Executive Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Association, Executive Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal Association office in the State of California, the original or a copy of EMA's Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Association Board and any committees thereof required by EMA's Bylaws, shall keep the seal of EMA in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Association, Executive Board or EMA procedures.

**Treasurer:** The Treasurer shall be the custodian of the funds of the Association and shall present a full report at each regular business meeting of the Association.

The Treasurer shall be the Chief Financial Officer of the EMA and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the EMA. The books of account shall at all reasonable times be open to inspection by any Officer.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the EMA with such depositories as may be designated by the Executive Board. The Treasurer shall disburse the funds of EMA as may be ordered by the Executive Board, shall render to the President and Officers, whenever they request it, an account of all transactions and of the financial condition of EMA, and shall have such other powers and perform such other duties as may be prescribed by the

Association Board and EMA procedures.

The Board (or designee) shall review the financial information at the beginning of each calendar year.

The Treasurer shall notify the Executive Board upon the receipt of official notifications and/or legal documents sent from such agencies as the Internal Revenue Service, the State Franchise Tax Board, State Attorney General and the Secretary of State of California.

The Treasurer shall be responsible for the filing of state and federal taxes on time for EMA and quarterly (at a minimum) brief the Executive Board on any changes in EMA's tax status. The Treasurer shall file any State or Federally required documents/updates in a timely manner.

An audit team, selected by the Board shall review the financial information at the beginning of each calendar year.

The Treasurer is also responsible for training an association member to act as a redundant back up for Treasurer position.

**At-Large Members:**

The At-Large Members will support the Mission, values, goals and activities of the Association. Can assist with other board officers with Association work upon request and can be assigned to lead a subcommittee.

**Public Sector**

Shall represent emergency management expertise of cities, special districts, townships, and municipalities in Association business.

**Private Sector**

Shall represent emergency management expertise of private sector entities (universities, non-profit agencies, business and industry, etc.) in Association business.

**Immediate Past President:** The Immediate Past President shall act as an advisor to the Executive Board and serve on the Executive Board.

**SECTION 4.4 NOMINATIONS, CAMPAIGNING AND ELECTIONS**

Any individual or group member in good standing may be nominated to hold office and must meet the qualifications in Section 4.2. The Board determines a nomination and election timeline to ensure new Board members are in place by January 1 of each year. The Board supports one outreach email to the membership by each candidate during the campaign for providing an introduction, background and qualifications. Any candidate abusing this policy, confirmed by a member complaint to the Board, will be disqualified from the election.

**SECTION 4.5 VACANCIES ON THE BOARD**

In the event a vacancy occurs in the Presidency, the Vice President shall assume the position of the President. If the vacancy is the Immediate Past President, the position will not be filled. If the vacancy is the Vice President, Secretary or Treasurer, the President may appoint a replacement to the office for the remainder of the term or hold a special election. If the President and Vice President are vacant at the same time, the remaining board members will conduct a special election. If there are other Board vacancies at the same time as the vacancy of the top two offices, they will be included in the special election. If all offices are vacant at the same time, the County Office of Emergency Services will conduct the special election.

On a temporary basis, any number of offices may be held by the same person until the vacancy is filled. However, no person serving as the secretary, the treasurer, or the chief financial officer may serve concurrently as the president or chair of the board.

Whenever an officer's election or appointment occurs to fill a vacancy on the Board, the officer(s) elected shall serve for the remainder of the respective Board position's term.

#### **SECTION 4.6 TERM OF OFFICE**

The term of office for any Executive Board member is one year.

No person may hold the same office for more than 2 consecutive terms.

The Executive Board Member position of Treasurer may be exempted from term limits to maintain continuity of Association's finances as deemed necessary. Term limits for Treasurer may be waived by a simple majority vote of the eligible voting members present.

#### **SECTION 4.7 BOARD OFFICER RESIGNATION/REMOVAL FROM OFFICE**

An elected Board Officer who intends to resign shall submit a letter of resignation to the Board Secretary. The resignation shall be effective immediately after the Board's acceptance or at such earlier date as indicated in the resignation letter.

#### **SECTION 4.8 BOARD OFFICER REMOVAL FROM OFFICE**

An Elected Board Officer may be removed from his/her position for cause by a 2/3 majority vote, including, but not limited to:

- conviction in a civil or criminal proceeding;
- committing any act of fraud or intent to deceive;
- misrepresentation of employment status, education and/or professional certifications;
- willful and repeated violation of these Bylaws;
- failure to perform duties;
- malfeasance; and/or
- engaging in any conduct that is deemed detrimental to the Association or the emergency management profession.

The process to remove an elected Board Officer from office shall be established by a committee appointed by the Board President and made an addendum to the Bylaws when complete. The addendum shall be approved by majority vote of the Association membership.

#### **Section 4.9 Other Board Responsibilities and Authorities**

The Board of Directors shall have the authority to adopt, amend, and repeal policies governing the operations and management of the EMA, provided such policies are consistent with the Bylaws and applicable law.

## **ARTICLE 5 MEETINGS**

#### **SECTION 5.1 DATE AND TIME OF MEETINGS**

The EMA shall meet regularly or quarterly (at a minimum) as determined by the Board.

Proposed meeting dates and locations for the next calendar year will be established at the December meeting of the year ending.

## **SECTION 5.2 PLACE OF MEETINGS**

The meeting sites shall be determined by the Board and published on the EMA website.

## **SECTION 5.3 NOTICE OF MEETINGS**

The Secretary shall distribute notices of all regularly scheduled meetings and special meetings of the EMA to all members not less than five (5) business days before the date of the meeting.

The notice shall specify the meeting place, address, date and time of the meeting, and be accompanied by an agenda.

### **SECTION 5.3.1 MINUTES OF MEETINGS**

Minutes of the prior meeting shall be sent to members, as well as any presenters at the prior meeting, for review not less than five (5) business days before the date of the next meeting. Documented changes to the minutes shall be recorded in the next meetings minutes. Committee Chairs will submit minutes and sign in sheets, for their individual meetings, to the Board Secretary.

## **SECTION 5.4 QUORUM FOR MEETINGS**

At all duly called meetings of the Executive Board, four (4) members, including the President or the Vice President, shall constitute a quorum.

At all duly called meetings of the Association, a simple majority of the eligible voting members in good standing registered at the meeting shall constitute a quorum.

## **SECTION 5.5 CONDUCT OF MEETINGS**

Meetings shall be held in accordance with Robert's Rules of Order. When a meeting, or part thereof, is held under the Chatham House Rule, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed. This rule may be invoked by any participant at the beginning of a meeting or anytime thereafter in the meeting.

## **SECTION 5.6 EXECUTIVE BOARD MEETINGS**

The Executive Board is authorized to meet (in-person or by teleconference) as needed. Meetings shall be called and noticed to the Executive Board members in advance, agendaized, and minutes maintained and submitted to the Board Secretary for inclusion into the monthly meeting agenda.

## **ARTICLE 6 COMMITTEES AND LIAISONS**

The Executive Board may establish committees, or representatives of the Association, on a case-by-case basis for the purposes of the Association, the appointments to which serve at the pleasure of the Executive Board:

There may be three types of committees in the Association:

1. STANDING COMMITTEES. The Board is authorized to establish specific standing committees, focused on administrative needs, which benefit the Association. These committees are continuous and not confined by a time limit or membership on the Board.
2. SPECIAL COMMITTEES. The Board has the authority to establish committees that are concerned with various aspects of the Association's programs rather than the administrative affairs of the Association.

3. AD HOC COMMITTEES. The Board may form special ad hoc committees, at any time, for special purposes or assignments. They will cease to function when their specific task is completed.

### **SECTION 6.1 COMMITTEE CHAIRPERSON SELECTION.**

The President, with simple majority approval of the Board, shall appoint all committee chairpersons. Appointments should be captured in Board Meeting minutes and shared with Membership.

### **SECTION 6.2 COMMITTEE MEMBER.**

Membership on the committees shall consist of members of the Association, in good standing, and may include subject matter experts, who are appointed by the committee Chair. The committee chair shall report committee activities to the EMA as requested by the Board.

It shall be the responsibility of individual Committee Chairs to keep both hard copy and soft copies of their meetings minutes/attendance sheets/notes/products and pass the information on to subsequent Committee Chairs. A complete soft copy list of activities should be submitted to the Board Secretary at the end of the calendar year. If the committee is disbanded, archived information will be forwarded to the Board Secretary.

### **SECTION 6.3. LIAISONS**

#### **SANTA CLARA COUNTY EMERGENCY OPERATIONAL AREA COUNCIL APPOINTMENTS**

The Executive Board shall appoint EMA Association members (primary and alternate member) in good standing to represent emergency management issues to the Santa Clara County Emergency Operational Area Council (SCCEOAC).

As the EMA appointee will be representing the Association and considered a subject matter advisor to the County of Santa Clara and other elected officials, SCC EMA appointees to the SCCEOAC shall also meet the following standards:

1. Must be either an Individual or Group Association member in good standing;
2. Must be able to articulate the standards and practices of a comprehensive emergency management program; shall be able to attend all posted SCCEOAC meetings or seek an excused absence.
3. The Executive Board shall review appointments to the Santa Clara County Operational Area Council annually and is authorized to fill any vacancy that may arise.

Appointments to the Santa Clara County Emergency Operational Area Council requires a quorum, and a simple majority vote of the Executive Board. Appointees to the SCCEOAC serve at the pleasure of the current Board President and may be removed with or without cause.

In accord with the Bylaws of the Santa Clara County Emergency Operations Area Council, appointees to the SCCEOAC shall have a named alternate, appointed in the same manner and by the same appointing authority as the primary member. Each alternate is responsible for being informed sufficiently to represent the primary member at meetings and to vote (if entitled) should the primary member be unable to attend a meeting or resign from office.

In accord with the Bylaws of the Santa Clara County Emergency Operations Area Council, terms of office for SCCEOAC appointees shall be two years, with members eligible to serve no more than 2 eligible (2-year) terms. The Executive Board may solicit nominations and interest to serve among the membership and appoint members to the SCCEOAC as necessary.

### **SECTION 6.4 – COMMITTEE AND LIAISON REPORTS**

All committees and liaisons shall submit regular reports or summaries of meetings to the Executive



Board, and regularly report out to the membership.

## **ARTICLE 7 DUES**

The Executive Board may recommend membership dues changes to the membership for inclusion in each year's annual proposed budget.

The Executive Board will hold an annual business meeting and present the proposed budget and expenditures for the Association's fiscal year. A decision to change membership dues shall be made by the Executive Board and approved by the General Membership at the annual business meeting. Annual dues shall become due and payable by 28<sup>th</sup> of February. A tabulation of the status of dues payments of members shall be appended to the official announcement of the Annual Business Meeting in February.

A member whose dues for that year remain unpaid by March 1<sup>st</sup> shall be dropped from membership and lose all rights and privileges of the Association as a member in good standing until their membership dues are paid in full.

## **ARTICLE 8 FISCAL PROCEDURES**

The fiscal year of the Association shall be January 1 through December 31. A financial statement for the Association shall be developed and distributed by the Executive Board before the Annual Business Meeting in February.

A preliminary budget for the upcoming fiscal year shall be developed by the Treasurer following reconciliation of the fiscal year finances (last quarter of calendar year), presented to the membership by e-mail and posted on the Association website. Members who wish to comment on the preliminary budget may provide their comments to the Executive Board Secretary (January). At the first Executive Board meeting following development of the preliminary budget (February of the calendar year), the Executive Board shall approve and adopt the budget by vote (March).

The budget format shall include the following:

- A description by each category of receipt or revenue and expenditures. Major categories shall be further described by line items with figures of each subordinate element of anticipated cost. These line items shall provide full details of all elements of the anticipated expenditures.
- A tabulation of all anticipated income including membership revenue, interest on savings, delinquent accounts and similar funds.
- A tabulation of previous year's budget data (where it is available) shall be listed for comparison of budgeted categories, line items, and actual expenditures.
- Narrative rationale for increases and decreases proposed in the budget.
- A description of reserve funds, their location and anticipated interest yield, if any.

The use of the Association funds for personal entertainment expenses at any Association meeting or for personal gifts is prohibited. Any unauthorized expenditures shall be the sole responsibility of the purchaser, who shall be billed for any such expenditure charged to the Association.

Expenditures for travel-related expenses or travel reimbursements, lodging and overnight stays are not permitted.

Expenses incurred in Association related business such as telephone, postage, duplication, and supplies are reimbursable subject to approval of the Executive Board. Receipts and documentation are required for all Association-related reimbursements. The Executive Board reserves the ability to approve expenditures that benefit the Emergency Management profession (not to exceed \$500.00 per expenditure).

The Treasurer shall hold funds deposited with him/her at a financial institution and pay them out when requested by the Executive Board. Checks written by the Treasurer from EMA funds shall require a co-signature by the President, or in his/her absence, the Vice President. In the absence of both President and Vice President, the Immediate Past President shall co-sign. The finance records of EMA shall be open for audit at least once every three years and the Treasurer shall report the status of EMA funds at the regular EMA meetings. The Treasurer shall maintain all EMA financial records and submit them to the Board Secretary at the end of each calendar year.

## **ARTICLE 9**

## **CUSTODIAN OF RECORDS**

The Board Secretary shall be the permanent Custodian of Records for the EMA. The Board Secretary shall perform such duties assigned to the office by the President or by the Executive Board. All records, as noted below, will be kept in hard copy and electronic form for the term indicated.

- (a) Adopted minutes and agendas of all meetings of the EMA – Permanent, soft copy
- (b) Minutes and sign in sheets from Committees - Permanent, soft copy
- (c) A roster of EMA members, indicating their names and contact information – Ten years.
- (d) A copy of the EMA Bylaws, as amended, to date and all previous versions – Permanent, soft copy
- (e) Copies of all financial records from the Treasurer including monthly bank statements, dues payment information and audit reports which shall be available for inspection by EMA members.  
– 7 years.
- (f) All official written correspondence from EMA officers – Permanent, soft copy
- (g) All correspondence written to the EMA officers - Permanent, soft copy
- (h) Publications created for EMA – Permanent.

## **ARTICLE 10 CODE OF ETHICS**

All members of EMA and their guests, in conjunction or connection with any EMA activity, shall adhere to this code of ethics:

- (a) Conduct and activities are performed in a professional business manner.
- (b) Regularly participate in EMA meetings and activities.
- (c) Conduct no meeting activities contrary to the mission and values of EMA.
- (d) Obtain Executive Board approval prior to distributing or posting materials of any kind at EMA activities.
- (e) Only use the membership roster for contacting other members to discuss emergency management issues and official EMA business.
- (f) Avoid using the EMA name or professional affiliation for personal or political gain.
- (g) Members are expected to read and abide by the Bylaws

### **SECTION 10.1 RESIGNATION/REMOVAL FROM ASSOCIATION**

An Association member who intends to resign shall submit a letter of resignation to the Board Secretary. The resignation shall be effective immediately after the Board's acceptance or at such earlier date as indicated in the resignation letter.

An Association member may be removed from the association for cause by a 2/3 majority vote, including, but not limited to:

- conviction in a civil or criminal proceeding;
- committing any act fraud or intent to deceive;
- misrepresentation of employment status, education and/or professional certifications;

- willful and repeated violation of these Bylaws;
- failure to perform duties;
- malfeasance; and/or
- engaging in any conduct that is deemed detrimental to the Association or the emergency management profession.

The process to remove an Association member from the Association shall be established by a committee appointed by the Board President and made an addendum to the Bylaws when complete. The addendum shall be approved by majority vote of the Association membership.

## **ARTICLE 11 AMENDMENT OF BYLAWS**

The Executive Board shall undertake a review of the Bylaws annually. This effort may be delegated to a Bylaws Committee. Further any member in good standing may propose an amendment to the Bylaws for consideration by the Executive Board (or Committee) as part of the annual review. The Board (or Committee) will establish the timeframe for member submission of a proposed amendment(s) to allow sufficient time for consideration. The Board (or Committee) may conduct a special membership meeting for the purpose of discussing proposed Bylaws changes as part of the review process. The Executive Board President (or Bylaws Committee Chair) will submit a report to the Board that includes the names of those who performed the review plus an outline of the review process, comments/issues reviewed and the resulting recommendation(s). This is to be done prior to the membership meeting in which the report shall be presented and a vote take on the proposed changes. All Bylaws votes must be properly noticed (five calendar days) with the proposed Bylaws posted on the EMA website as well as sent with the meeting agenda to all members by email. Bylaws voting (refer to Article 12) shall be conducted upon completion of the Board review and the results announced by email to the voting members immediately after the count is concluded and certified by the Secretary. Bylaws changes shall become effective the first day of the month following membership approval. The Bylaws shall be revised to include the amendment action and got information on the last page, and then be distributed to all members and posted to the EMA website within 30 days of the amendment.

## **ARTICLE 12 VOTING**

The Association votes on topics and expenditures that directly relate to the Association and its professional mission. Association votes at Association meetings can only occur after a quorum has been established (see Section 5.4).

Individual and Group members have a single vote. Voting shall be administered by the Board Secretary with oversight by the Board of Directors. Associate and Emeritus members and visitors/guests may not vote.

Votes involving Board elections and EMA funding must have a simple majority approval of all the eligible membership who submit their ballots or participate in an open election by the designated deadline. Other votes will be a simple majority of the members present.

Voting for approval of Association Bylaws shall be conducted via Internet-based electronic ballot (online survey). Electronic balloting shall be conducted and open for a period of no less than 48 hours to allow all eligible Association members with a reasonable and ample opportunity to vote with Internet access. The Association Secretary shall provide by e-mail to eligible Association members with no less than 72

hour's notice before voting opens, the following:

- The Internet-based link (URL) for voting, and other pertinent instructions to access the voting link;
- The start date and time to begin voting;
- The end date and deadline (time) for concluding electronic voting.

Internet-based electronic voting shall be conducted in a secure manner (does not allow for manipulation, viewing, or changing or adjusting votes or the online survey results). Votes cast by electronic means can only be changed or corrected when the voter's intent is clearly demonstrated (verified by the member casting the vote) or like auditing process.

Votes for election of Board Officers and all other Association business may be conducted during a regularly scheduled EMA monthly general meeting by roll call.

Note: Any vote that only affects Operational Area, by definition, city/town government and special districts, will be held for an Operational Area meeting.

### **SECTION 12.1 VOTE BY PROXY**

Voting by proxy is permitted. Refer to EMA procedures for more details of the voting process. Voting by proxy is carried out through written authorization for the proxy vote from the organization's emergency management supervising authority (letterhead) and submission to the Executive Board Secretary prior to the vote. Verbal proxy votes are not permitted. The organization must submit an email to the EMA Secretary stating the succession order of voting members and may update this information, via email, at any time.

PASSED AND ADOPTED by the EMA the 19 <sup>th</sup> day of April 2001.	YEAS – 8	NAYS - 1
AMENDED by the EMA the 19 <sup>th</sup> day of July 2001.	YEAS - 10	NAYS - 0
AMENDED by the EMA the 20 <sup>th</sup> of January 2005	YEAS - 10	NAYS - 0
AMENDED by the EMA the 17 <sup>th</sup> of January 2008	YEAS - 12	NAYS - 0
AMENDED by the EMA the 4 <sup>th</sup> of September 2008	YEAS - 14	NAYS – 0
AMENDED by the EMA the 4 <sup>th</sup> of March 2010	YEAS – 15	NAYS – 1
AMENDED by the EMA the 7 <sup>th</sup> of April 2011		
AMENDED by the EMA the 19 <sup>th</sup> of December 2013		
AMENDED by the EMA the 5 <sup>th</sup> of June 2014		
• Article 1 "Name and Status"	YEAS – 14	NAYS – 0
• Article 2 Purpose and Mission"	YEAS – 13	NAYS – 1
• Article 5 "Meetings"	YEAS – 8	NAYS – 6
• Article 7 "Dues"	YEAS – 14	NAYS – 0
• Article 8 "Fiscal Procedures"	YEAS – 14	NAYS – 0
• Article 9 "Custodian of Records"	YEAS – 14	NAYS – 0
• Article 11 "Amendment of Bylaws"	YEAS – 14	NAYS – 0

AMENDED by the EMA the 30<sup>th</sup> of January 2015

- Article 3 “Membership” YEAS – 12 NAYS – 0
- Article 4 “Officers” YEAS – 12 NAYS – 0
- Article 6 “Committees and Liaisons” YEAS – 12 NAYS – 0
- Article 10 “Code of Ethics” YEAS – 11 NAYS – 0
- Article 11 “Amendment of Bylaws” YEAS – 11 NAYS – 1
- Article 12 “Voting” YEAS – 12 NAYS – 0

AMENDED by the EMA the 19<sup>th</sup> of January 2016

- Article 3 Section 3.2 Paragraph 1 & 2 YEAS – 4 NAYS - 0
- Article 3 Section 3.3 Paragraph 1 YEAS – 4 NAYS - 0
- Article 3 Section 3.4 Paragraph 1 YEAS – 4 NAYS - 0
- Article 3 Section 3.6 Paragraph 1, 3, 4 & 5 YEAS – 4 NAYS - 0
- Article 3 Section 3.7 Paragraph 1 YEAS – 4 NAYS - 0
- Article 4 Section 4.2, Paragraph 4 YEAS – 4 NAYS - 0
- Article 4 Section 4.3, Vice President Section, Paragraph 1 & 2 YEAS – 4 NAYS - 0
- Article 4 Section 4.3, Treasurer, Paragraph 3 YEAS – 4 NAYS - 0
- Article 4 Section 4.5 Paragraph 2 YEAS – 4 NAYS - 0
- Article 4 Section 4.7 YEAS – 4 NAYS - 0
- Article 11 YEAS – 3 NAYS - 0
- Article 12 Paragraph 1 & 3 YEAS – 4 NAYS – 0

AMENDED by the EMA the 1 January 2020

- Article 1 Name and Status YEAS – 16 NAYS – 0
- Article 2 Mission and Values YEAS – 16 NAYS – 0
- Article 3, 3.2, 3.3, 3.4, 3.5, 3.6 Membership YEAS – 16 NAYS – 0
- Article 4.1 Executive Board. Treasurer, paragraphs 4, 5, 6, At-Large Members and add Section 4.8 Board Officer Removal YEAS – 16 NAYS – 0
- Article 5.2 Place of Meetings YEAS – 16 NAYS – 0
- Article 6.2 paragraph 2 Committee Member and Article 6.3 YEAS – 16 NAYS – 0
- Article 7 Dues YEAS - 16 NAYS – 0
- Article 10 Code of Ethics YEAS – 16 NAYS – 0

AMENDED by the EMA the 1 January 2021

- Article 3.5, 3.6 Membership YEAS – xx NAYS – x
- Article 4.2, 4.4 Officers YEAS – xx NAYS – x

AMENDED by the EMA on 10 April 2025

- Article 3.3, Individual Membership YEAS – 10 NAYS -0
- Article 3.5, Associate Membership YEAS – 10 NAYS -0
- Article 3.7, Visitor’s and Guests YEAS- 10 NAYS -0
- Article 4.3, Duties of Officers, Vice President YEAS- 10 NAYS-0
- Article 4.3, Duties of Officers, Treasurer, Paragraph 9 YEAS-10 NAYS-0
- Article 4.3, Duties of Officers, Member at Large YEAS-10 NAYS-0
- Article 4.9, Other Board Responsibilities and Authorities YEAS-10 NAYS-0

- Article 5.5, Conduct of Meetings YEAS-10 NAYS-0
- Article 6.1, Committee Chairperson Selection YEAS-10 NAYS-0
- Article 10, Code of Ethics YEAS-10 NAYS-0
- Article 11, Amendment of Bylaws YEAS-10 NAYS-0