



BYLAWS

IOWA EMERGENCY MANAGEMENT ASSOCIATION

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Article 1: Name

The name of the organization shall be the “Iowa Emergency Management Association” (IEMA). Herein after known as “Association”

Article 2: Mission

The mission of IEMA is “To advance the professional interests of its members to assist Iowans in preserving life and protecting property in the face of any hazard through the following principles; Prevention, Protection, Mitigation, Preparedness, Response, and Recovery.”

Article 3: Definitions

Unless otherwise specifically set forth herein, words and phrases in these By-laws shall have the following meaning:

Section 1 “Emergency Management” means all activities and measures undertaken to implement and maintain a coordinated, effective and efficient emergency management system for prevention of, protection of, mitigation of, preparedness for, response to, and recovery from the effects of manmade, technological or natural emergencies/disasters.

Section 2 “Manmade, Technological or Natural Emergencies/Disasters” means but is not limited to the effects of conventional, nuclear or biological attack; violent weather; earthquake; hazardous materials; floods; transportation accidents; terrorism; fires; civil unrest; public utility interruptions; drought; and other similar events which endanger life and property.

Section 3 “Membership” includes Primary, Associate, Sponsoring, Honorary, and Lifetime members as outlined in Article 6: Membership.

Article 4: Purpose

The purpose of this Association is to assist in establishing and maintaining effective emergency management programs and liaison with local, state, and federal emergency management and response agencies, as well as the private sector to assist in improving the public’s awareness the necessity for them.

Article 5: Organization

Section 1 This Association shall partner with those who have vested interest in Emergency Management, or for the purpose of achieving common goals.

Section 2 In order to provide closer relationships and better render mutual assistance between local emergency management programs, this Association shall be divided into districts whose territorial limits may conform to the districts of the Iowa State Association of Counties, upon approval of the Executive Committee. Current Districts shall be defined by the Executive Committee within the IEMA Districting Policy.

Section 3 This Association shall function as a non-partisan organization.

Section 4 This Association shall be not-for-profit according to the rules, regulations and guidelines set forth regarding not-for-profit organizations by the State of Iowa and by the United States Internal Revenue Service.

Article 6: Membership

Section 1 Definition of Memberships: Memberships shall be comprised of five classes of members, as follows:

A) Primary Members are the legally appointed Emergency Management coordinators.

Primary Memberships are transferable; if the appointed individual leaves the qualifying position, the Primary Membership will devolve to the appointed replacement. An eligible individual may hold only one membership and is entitled to only one vote regardless of the number of jurisdictions or agencies for which he/she may serve in capacity of Emergency Management Coordinator. A Primary Member is entitled to all Association services upon his/her initial payment or payment of annual dues.

B) Associate Members are for non-coordinator individuals

Associate Membership, if paid for by an organization, is transferrable if the individual leaves the position, the Associate-membership will devolve to the hired

replacement. The Associate member, while having no vote on Association business, is entitled to all association services and may serve on IEMA committees or as a liaison.

C) Sponsoring Members are for supporting and private sector sponsors.

Sponsoring Member firms shall designate a representative to whom publications and correspondence shall be sent. Sponsoring Members shall not be eligible to vote or hold office, but are offered a forum for sharing their ideas and expertise in the Emergency Management effort through the Association's meetings. A Sponsoring Member is entitled to limited services of the Association, upon payment of annual dues.

D) Lifetime Members

Lifetime Memberships may be bestowed upon to Primary and Associate members retiring from the field of Emergency Management who have been members in good standing for at least 10 years and have made a significant contribution to the organization.

E) Honorary Members

Honorary Membership may be bestowed upon any individual, who in the opinion of the members has made a significant contribution to the cause of Emergency Management.

There shall be no membership fee or voting privileges for Honorary or Lifetime Members, and all such members are encouraged to attend all meetings of the organization. Honorary and Lifetime membership awards status will be at the discretion of XCOM upon a nomination by a member.

Section 2 Upon recommendation of the Treasurer or at the discretion of the Executive Committee, membership fees of this Association may be reviewed annually by the Association's Executive Committee. Any recommendations for changes in the membership fees shall be brought to the full membership in attendance at the Spring meeting of the Association for review and discussion. Final action with written notification to each member on any proposed changes in the membership fees, shall take place at the following Fall meeting of the Association,

and any changes approved by a simple majority of the Primary Members present at the meeting shall be effective the first day of January of the following year.

Section 3 Membership and membership services of this Association shall be by payment of an annual membership fee. Members shall be notified each year in December of the amount of fees due and payable by the last day of February. Memberships shall commence the first day of March and terminate on the last day of February of the following calendar year. Members who provide payment beyond the deadline, shall have their membership reinstated upon receipt of their dues.

Article 7: Elections

Section 1 The Officers of this Association shall be President, 1st Vice President, 2nd Vice President, Immediate Past President, Treasurer, and Secretary.

Section 2 The terms of each office shall commence July 1st after the Spring Meeting.

Section 3 The terms of the President, 1st Vice President, 2nd Vice President and Immediate Past President shall be for one year. The offices of Treasurer and Secretary shall be for two years and shall expire in odd numbered years. This shall not preclude past or current officers from running for any office at a future date.

Section 4 The 1st Vice President shall serve as President-elect and will become President upon the expiration or vacation of the President's term in office. The 2nd Vice President will become 1st Vice President upon the expiration or vacation of the 1st Vice President's term in office. The President will become the Immediate Past President upon the expiration.

Section 5 Officers to fill expiring terms of office shall be nominated and elected by Primary Members in attendance at each Spring Meeting of the Association. Election shall be determined by a simple majority of all votes cast by secret ballot for each expiring office. In the event there are three or more candidates for an office and none receive a simple majority vote of the votes cast, the candidate receiving the smallest number of votes shall be dropped from the ballot and a new vote taken with the remaining candidates. This procedure shall be repeated until one candidate shall have a simple majority of all votes cast.

Section 6 If for any reason a vacancy occurs in the office of the President or 1st Vice President, Article 7 Section 4 will be followed and the vacant office of the 2nd Vice President will be filled by a member of the Executive Committee as determined by a majority vote of the

Executive Committee until an election is held by the Primary members at the next Association meeting.

Section 7 If for any reason a vacancy occurs in the offices of the Secretary or Treasurer, the Executive Committee shall appoint from the Primary members, or the Executive Committee, an interim officer until an election by the Primary Members can be held at the next meeting of the Association.

Section 8 Upon recommendation of any IEMA member to the Executive Committee of any wrong doing or other good cause that would impair an Officer from fulfilling their term, or if such good cause would make an Officer unfit for their term, the Executive Committee may form a fact-finding committee of three Primary IEMA members outside of the Officers residing District. This committee shall investigate such cause and make a recommendation to the Executive Committee as to the Officer's fitness to serve in his/her capacity. If such cause is deemed to be an imminent threat to the good order of IEMA, the Executive Committee may by a majority vote dispense with the investigative committee and take an immediate vote on the Officer's removal from Office.

Article 8: Duties of Officers

Section 1 All Officers, District Chairs/Vice Chairs and members of the Executive Committee, including alternates, shall be current Primary members of the Association.

Section 2 The President shall be a member of the Executive Committee, serving as Chairperson and preside at all meetings of the Association. He/She, shall not vote on any question except to break a tie. The President shall not be empowered to make a motion of any Association business. The President shall appoint liaisons and Ad Hoc committees not otherwise provided for in Article 10 and shall perform all duties assigned to them by the Executive Committee or by direction of the majority vote of the Primary members.

Section 3 The 1st Vice President, shall be a member of the Executive Committee and in the absence of the President, and in the event of his/her inability or refusal to act, perform the duties of the President, and when so acting shall have all the powers of and be subject to the restrictions upon the President. In addition, the 1st Vice President shall assist the President in conducting meetings and perform all other duties assigned to him/her by either the President or the Executive Committee.

Section 4 The 2nd Vice President, shall be a member of the Executive Committee and in the absence of the President and 1st Vice President, and in the event of their inability or refusal to act, perform the duties of the President, and when so acting shall have all the powers of and be subject to the restrictions upon the President. In addition, the 2nd Vice President shall assist the President in conducting meetings and perform all other duties assigned to him/her by either the President, 1st Vice President or the Executive Committee.

Section 5 The Treasurer, shall be a member of the Executive Committee, and have custody of all financial records of the Association. The Treasurer shall be responsible for duties outlined and addressed in IEMA's Financial Policy as adopted by the Executive Committee.

Section 6 The Secretary, shall be a member of the Executive Committee, and follow the duties outlined and addressed in IEMA's Secretarial Policy as adopted by the Executive Committee.

Section 7 The Immediate Past President, shall be a non-voting member of the Executive Committee. The immediate Past President provides advice and leadership to the Executive Committee regarding past practices and other matters to assist the Executive Committee in governing the Association. The Immediate Past President supports the President and the Executive Committee on an as-needed basis. The Immediate Past President performs other duties as directed by the President or the Executive Committee.

Article 9: Executive Committee

Section 1 The governing body of this Association shall be the Executive Committee.

Section 2 The Association's Executive Committee shall be the authorizing entity for all programs, policies, committees and IEMA conduct unless otherwise provided for or delegated. Any powers not specifically designated to other parties or officers shall be vested in the Executive Committee.

Section 3 The Executive Committee shall be comprised of the President, 1st Vice President, 2nd Vice President, Immediate Past President (non-voting), Secretary, Treasurer, and the District Chair or Vice Chair from each District.

Section 4 District Chairs and/or Vice Chairs shall participate in the Executive Committee to represent the interests of the members of their District. District Chairs and Vice Chairs will be elected by Primary members from their District following the Spring meeting for a term of two

years, beginning July 1st of a given year. Odd- numbered districts in odd numbered years, and even- numbered districts in even-numbered years.

- A) District Chairs shall preside at all meetings of their respective districts and shall not vote on any questions except to break a tie. They shall appoint all committees for their respective district not otherwise provided for and perform all other duties assigned to them by the members of their respective districts and the Executive Committee of the Association.
- B) District Vice-Chairs shall attend all required meetings and functions that the Chair is not able to attend and shall have the same voting rights as the Chair.
- C) In the event of a vacancy for the position of District Chair or Vice Chair, a replacement may be elected by the Primary members from the District.

Article 10: Committees

Section 1 All Committees shall be responsible for documenting committee practices and policies adhering to IEMA's committee organization policy as adopted by the Executive Committee. Policies shall be presented to the Executive Committee for approval. All agendas and minutes of such committees shall be submitted to and placed on file by the Secretary of the Association. Committees shall have a Chairperson and Secretary, and as possible, shall include those Primary and Associate members with expertise related to the committee purpose.

Section 2 Standing Committees

The Standing Committees can be proposed by a Primary member of the Association to the Executive Committee. The Executive Committee shall review and validate the necessity for the proposed committee, and present to the full membership for consideration at the next Association business meeting.

- A) Workgroups: Committee Chairperson may establish work groups upon the approval of the Executive Committee. These work groups will continue to be responsible to the committee and the committee chairperson.

Section 3 Ad Hoc Committees

The Ad Hoc Committees are established for a temporary purpose or duty. Any Primary member of this Association can propose the establishment of an ad hoc committee to the Executive Committee. The Executive Committee shall review and validate the necessity for the proposed committee.

Section 4 IEMA Appointed Liaisons:

Members who represent the Association on non-association committees, shall be appointed by and serve at the discretion of the current IEMA President as approved by the Executive Committee.

Article 11: Meetings

Section 1 There shall be three regular meetings of the membership which include, the Spring Meeting, Summer meeting, and the Fall meeting each year. Regular meetings of the membership be held at such time and location as designated by the Executive Committee. These Meetings may be conducted in person, electronically, or a combination thereof. notification of these meetings shall be made thirty days prior to the meeting by electronic means. The meeting documents and agenda will be distributed no less than three business days prior to a meeting.

- A) Spring Meeting: consists of election of officers, review of annual membership fees, Bylaw amendments, and other Association business.
- B) Summer Meeting: consists of establishing Legislative priorities, and other Association business.
- C) Fall meeting: consists of establishing the Association's budget, and other Association business.

Section 2 Special meetings of the Association may be called by the President or the 1st Vice President when deemed by him/or her as necessary, or shall be called upon at the written request of three members of the Executive Committee, or ten Primary Members of the Association.

Section 3 For the purposes of conducting business during meetings of the Association, a quorum will consist of at least 25 percent of the Primary Members of the Association.

Section 4 The Executive Committee shall meet at such times as may be deemed advisable for the proper conduct of the business of the Association. For the conducting business during meetings of the Executive Committee, a quorum will consist of a majority of the membership of the Executive Committee.

Section 5 All committee meetings shall be called by the Chairperson of the various committees. When possible, members shall be given at least one week's notice of the meeting.

Section 6 The Districts shall meet at such times as may be deemed advisable for the proper conduct of the business of the District on behalf of the Association. For conducting business during meetings of the Districts, a quorum will consist of a majority of the Primary members of the District.

Section 7 Where no conflict exists with this Constitution and Bylaws or the laws of the State of Iowa or the Federal Government of The United States of America, Robert's Rules of Order shall be used as a reference for the governing of meetings of this Association and its Executive Committee.

Article 12: Voting Rights

Section 1 Every Primary Member, as defined in Article 6, Section 1a, in attendance either in person or virtually at either a regular or special meeting of the Association, shall be entitled to one vote on any question called at the meeting. Absentee ballots are not permitted.

Section 2 Proxy voting shall not be allowed

Section 3 Electronic Voting

Votes on motions made during the meeting may be cast by voice vote by those in attendance, voice vote by telephone, or by the best available electronic means that will provide a record of the vote. These rules must provide reasonable access to the voting process to ensure that the provisions for notice, majority approval and voting period are not less than those established for balloting of persons in attendance at the regular membership meetings.

Article 13: Amendments

The-Bylaws may be amended by a two-thirds vote of the-Primary members present at the Spring Meeting of the Association, provided that notice of such proposed amendment(s) and copies, must have been distributed to all Primary members at least thirty days prior to said meeting. Proposed amendment(s) must be submitted to the Executive Committee of the Association at least ninety days prior to the Spring Meeting.

Article 14: Liquidation and Dissolution

Section 1 In the event of this Association's liquidation or dissolution, all liabilities and obligation of the Association shall be paid and discharged or adequate provision shall be made thereof.

Section 2 Assets held by the Association upon condition requiring return, transfer or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

Section 3 Any remaining assets shall be transferred or conveyed exclusively for the purpose of the Association in such a manner or to such an organization or organizations organized exclusively for charitable, educational, religious or scientific purposes as shall at time qualify as an exempt organization or organizations under Section 501 (c) (6) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Code, as the Executive Committee shall determine.

Article 15: Severability

If any provisions of this Constitution and Bylaws or the applications thereof to any person or circumstance are held to be invalid, such invalidity shall not affect other provisions or applications, and to this end, the provisions of these Bylaws are declared at the Spring Meeting of the Association.

Certified Copy

These Bylaws, which supersede and render null and void any and all previous Bylaws and Amendments thereof, was adopted this 11th day of March, 2022

An adopted and certified copy of these Bylaws will be kept on file with the Secretary and on the Iowa Emergency Management Associations website once formally certified by signature of the current President and current Secretary.



Keith Morgan – President
Iowa Emergency Management Association



Marissa Reisen – Secretary
Iowa Emergency Management Association

