

CONSTITUTION OF THE EMERGENCY MANAGEMENT ASSOCIATION OF OHIO

ARTICLE I: IDENTIFY THE SCOPE OF THE ORGANIZATION

The organization described in this instrument is the Emergency Management Association of Ohio.

The organization shall consist of political subdivisions which are performing an emergency preparedness and planning mission at the local and county levels within the territorial limits of the State of Ohio, and individuals, and organizations within the State of Ohio that have an interest in promoting emergency preparedness.

ARTICLE II: PURPOSES

The broad objective of the Emergency Management Association of Ohio is to cooperate with the State of Ohio and its Emergency Management Agency in maintaining civil defense, emergency management, and homeland security services as an effective element of the national program and, through research, information, and training programs, to advance the professional standards of members engaged in emergency planning and management activities.

Within this broad objective, the Association has as its purposes:

1. To establish a more effective liaison between local emergency management agencies and the Ohio Emergency Management Agency.
2. To assemble information from local emergency management agencies concerning their common experience, and in order to improve the professional stature of all such agencies, to disseminate such information to its members and to the Ohio Emergency Management Agency.
3. To provide local emergency management agencies with an instrument for concerted expression of viewpoint to the Ohio Emergency Management Agency, and to facilitate the communications between the Ohio Emergency Management Agency, local emergency management agencies, and elected and/or appointed officials.
4. To establish a medium for effecting liaison between industrial, commercial, service and educational organizations and local emergency management agencies.

ARTICLE III: MEMBERSHIP

SECTION 1. ACTIVE MEMBERSHIP

Active membership in the Association shall be extended to political subdivisions that are performing an emergency management mission at the county and local level within the State of Ohio and have fully paid the Association's "Active Membership" fees for the current calendar year (1 January to 31 December).

The rights and duties of membership shall be exercised for an active member only through a representative designated for this purpose by the appropriate authority of the political subdivision. The person designated as the representative of an active member shall be a director, administrator, coordinator or other official charged with the responsibility for carrying out the emergency management program within the jurisdiction of the active member.

SECTION 2. PROFESSIONAL MEMBERSHIP

Upon the recommendation of the representative of an active member, and upon full payment of the Association's "Professional Membership" fees for the current calendar year (1 January to 31 December) a "Professional Membership" shall be accorded to any individual, company, corporation or organization that pursues an active interest in emergency management. Professional members may request and may receive permission to speak at Association meetings but shall not be entitled to vote or to hold elective office.

SECTION 3. HONORARY MEMBERSHIP

Honorary membership shall be accorded to each immediate Past President. In addition, each year, by majority vote of the Executive Committee, honorary membership may be extended to two other persons for outstanding contributions to the emergency management program. The annual fees for the immediate Past President and honorary members shall be forgiven. Except for the immediate past president honorary members shall not be entitled to vote or hold elective office.

SECTION 4: COLLEGE/UNIVERSITY MEMBERSHIP

Each college/university in Ohio shall be eligible for one college/university membership. Each college/university membership shall be approved by the Executive Committee. College/University members are eligible to run for office of Secretary or Treasurer.

SECTION 5. AFFILIATE MEMBERSHIP

Upon the recommendation of the representative of an active member, professional member, college/university member and approval of the Executive Committee, and upon full payment of the Association's "Affiliate Membership" fees for the current calendar (1 January to 31 December) year, an Affiliate Membership shall be accorded to any individual who is active in emergency management. Affiliate members are eligible to run for the office of Secretary or Treasurer.

SECTION 6. ASSOCIATE MEMBERSHIP

Upon the recommendation of the representative of an active member, professional member, college/university member or affiliate member organization and upon full payment of the Association's "Associate Membership" fees for the current calendar (1 January to 31 December) year, an Associate Membership shall be accorded to persons interested in furthering the emergency management program. Associate Members who are affiliated with a College/University Member or an Affiliate Member are eligible to run for the office of Secretary or Treasurer.

SECTION 7: ACTIVE STAFF MEMBERSHIP

Upon the recommendation of an Active Member, and upon full payment of the Association's "Active Staff Membership" fees for the current calendar year (1 January to 31 December) an "Active Staff Membership" shall be accorded to an individual who

is active in emergency management and is employed under an Active Member. An Active Staff Member shall be accorded all rights of an Active Member.

Section 8: Student Membership

Student Membership in the Association shall be extended to students in the field of emergency management or related field of study, and upon full payment of the Association's "Student Membership" fees for the current calendar year (1 January to 31 December). Student members may request permission to speak at Association meetings but shall not be entitled to vote or to hold elective office.

Section 9: Termination of Membership

Any person who fails to comply with the membership eligibility requirements set forth in Sections above shall cease to be a member of the Association.

The EMAO Executive Committee may suspend or terminate the membership of any member for cause, including, but not limited to: 1) conduct detrimental to and not in the best interests of the Association and its membership, 2) conduct in violation of the Association's corporate and/or tax-exempt purposes, or 3) conduct in violation of the Association's Bylaws, after providing the member with reasonable written notice of the "for cause" charges, and the opportunity to respond to the charges in writing and/or at a meeting of the EMAO Executive Committee, if so requested by the membership in writing.

A vote of the EMAO Executive Committee to terminate EMAO membership for cause shall be by a two-thirds vote of the then constituted Executive Committee. Specific procedures for consideration of suspensions and terminations of membership shall be established by the EMAO Executive Committee.

ARTICLE IV: VOTING RIGHTS

SECTION 1. GENERAL VOTING RIGHTS

The right to vote may be exercised only when the active member or active staff member is registered and at the meeting in person or virtually and the required membership fees for the current fiscal year (1 January to 31 December) have been paid.

Every emergency management director, administrator, coordinator, and the chair of the college/university committee, and the chair of the affiliate committee and active staff member is entitled to vote.

Each county shall have no more than one (1) vote on any issue coming before the Association membership. In the absence of an Active Member, one Active Staff Member from a county is entitled to vote as a representative of the county.

SECTION 2. ABSENTEE BALLOTING/VOTING/ELECTRONIC VOTING

Absentee balloting or voting shall not be permitted. The right to vote may be exercised only when the member or proxy is registered for the meeting, and has paid any required membership fees established as a prerequisite to voting. Voting may be completed by various methods at the discretion of the Executive Committee or the President including electronic means. When in conflict, the Executive Committee decision will prevail.

SECTION 3. PROXIES

Balloting or voting by personal proxy shall be permitted only when the Active Member's authorized representative is not in attendance. The proxy shall be in the form of a written notice specifying the individual who has the authority to exercise the proxy, any limitations on which votes the proxy may or may not be used and the time period for which the proxy is to be recognized.

The person authorized to use the proxy must be in attendance either in person or virtually, and provide the proxy authorization to the Association Secretary prior to any meeting for which it is to be used. At the opening of the business session the secretary shall read the proxy authorization to the membership and make it a part of the Association's minutes.

SECTION 4. RESULTS OF BALLOTING OR VOTING

A simple majority of votes cast by authorized voting members shall determine all elections, issues or questions properly brought before the Association membership, unless the election, issue or question is one upon which either by law, the Association's articles of incorporation, or these regulations requires a different procedure.

ARTICLE V: MEMBERSHIP FEES

SECTION 1. ACTIVE MEMBERSHIP

The membership fee for active members shall be paid annually prior to the Association's Annual Meeting in an amount established by the membership in a Standing Resolution.

SECTION 2. ASSOCIATE MEMBERSHIP

The membership fee for associate members shall be paid annually prior to the Association's Annual Meeting in an amount established by the membership in a Standing Resolution.

SECTION 3. PROFESSIONAL MEMBERSHIP

The membership fee for "Professional Members" shall be paid annually prior to the Association's Annual Meeting in an amount established by the membership in a Standing Resolution.

SECTION 4. HONORARY MEMBERSHIP

Honorary members shall not be required to pay a fee for their honorary membership.

SECTION 5. COLLEGE/UNIVERSITY MEMBERSHIP

The membership fee for college/university members shall be paid annually prior to the Association's Annual Meeting in an amount established by the membership in a Standing Resolution.

SECTION 6. AFFILIATE MEMBERSHIP

The membership fee for affiliate members shall be paid annually prior to the Association's Annual Meeting in an amount established by the membership in a Standing Resolution.

SECTION 7. ACTIVE STAFF MEMBERSHIP

The membership fee for active staff members shall be paid annually prior to the Association's Annual Meeting in an amount established by the membership in a Standing Resolution.

SECTION 8: STUDENT MEMBERSHIP

Student Membership in the Association shall be extended to students in the field of emergency management or related field of study, and upon full payment of the Association's "Student Membership" fees for the current calendar year (1 January to 31 December). Student members may request permission to speak at Association meetings but shall not be entitled to vote or to hold elective office.

ARTICLE VI: ELECTED OFFICERS

SECTION 1. DESIGNATION OF ELECTED OFFICERS

The elected officers of the Association shall be:

- (a) The President
- (b) The President-elect
- (c) The Vice-President
- (d) The Treasurer
- (e) The Secretary
- (f) The Immediate Past-President

SECTION 2. QUALIFICATIONS

No person may be elected to the office of President, President-Elect, Vice President, or continue to hold elective office, unless he/she is the designated representative of an Active Member as described in Article III, Section 1, of the constitution or an Active Staff Member as described in Article III, Section 7. The President, President-elect and Vice-President must have at least two (2) consecutive years in that position and who has been an "Active Member" or an "Active Staff Member" of the Association for the preceding two (2) years.

No person may be elected to the office of Secretary or Treasurer, or continue to hold elective office, unless he/she is the designated representative as described in Article III, Section 1, 4, 5, 6, or 7 of the constitution.

The office of President, President-Elect, Vice President, Secretary or Treasurer shall not be represented by more than one Active Member or Active Staff Member representing the same county.

SECTION 3. METHOD OF SELECTION

At the annual meetings of the Association, the officers shall be elected in the following manner:

- (a) President: The President shall serve a term of one year after which the President-elect shall automatically assume the office of President.
- (b) President-elect: The President-elect shall serve a term of one year and then

- automatically assume the office of President.
- (c) Vice President: The Vice-President shall be elected annually and serve a term of one year and then succeed to the office of President-elect.
 - (d) The Secretary shall serve a two-year term and shall be elected in odd numbered years.
 - (e) The Treasurer shall serve a two-year term and shall be elected in even numbered years.
 - (f) Upon a president completing his/her term he/she shall be designated the Immediate Past President for the ensuing one-year period.

SECTION 4. NOMINATING COMMITTEE

At least 30 days prior to the annual meeting, the Nominating Committee shall submit to the Association Secretary a list of qualified candidates for the positions to be elected. The secretary will then disseminate the list to the membership. The nominating committee will report those names to the membership just prior to the election at the annual meeting.

SECTION 5. NOMINATIONS FROM THE FLOOR

In addition to the Nominating Committee's recommendations, nominations for additional candidates for the offices shall be accepted from any member in good standing.

SECTION 6. TERM OF OFFICE

All terms of office for the elected officers shall commence immediately following the Annual Meeting and shall continue for the length of time as specified in Article VI, Section 3 of this constitution, or until his/her successor is elected or appointed.

SECTION 7. VACANCY IN ELECTED OFFICE

Whenever a vacancy shall occur in an elected office for a reason other than expiration of the term of the incumbent officer, the vacancy shall be filled in the following manner:

- (a) If the vacancy occurs in the office of President, the President-elect shall assume the office of President.
- (b) If the vacancy occurs in the office of President-elect, the Vice-President shall assume the office of President-elect.
- (c) If the vacancy occurs in the office of Vice-President, Secretary or Treasurer, the president shall appoint a suitable person to fill the unexpired term until the next Annual Meeting when the membership elects new officers at which time the membership shall elect a successor.
- (d) If the vacancy occurs in the office of Immediate Past-President, the next most Immediate Past-President willing and able to serve shall be appointed to serve the remainder of the term

SECTION 8. REMOVAL OF ELECTED OFFICER

By a two-thirds (2/3) vote of the Executive Committee, an elected officer may be removed from office for cause. Before such proceedings become final, however, the officer shall be accorded all of the legal rights and privileges available to citizens of the United States, including the right to counsel, to reply to the charges, and to testify in his own behalf before the Executive Committee.

ARTICLE VII: DUTIES OF ELECTED OFFICERS

SECTION 1. PRESIDENT

The President shall preside at meetings of the members and the Executive Committee, authorize expenditures within budget appropriations approved by the Executive Committee; appoint standing and ad hoc committees; assign the President-elect and Vice President to be ex-officio members of the above mentioned committees and other duties as appropriate and shall perform all other duties usually performed by the President of like organizations.

SECTION 2. PRESIDENT-ELECT

In the event of the absence or disability of the President, the President-elect shall perform all the duties of the President. The President-elect will also work with the President and Vice president in developing and executing long range plans that will benefit the Association.

SECTION 3. VICE-PRESIDENT

If both the President and the President-elect are absent or unable to perform their duties, the Vice-President shall perform the duties of the President. The Vice President will also work with the President and President-elect in developing and executing long range plans that will benefit the Association.

SECTION 4. PRESIDENT PRO-TEMPORE

If all of the foregoing are absent the Executive Committee shall appoint a President pro-tempore.

SECTION 5. TREASURER

The Executive Director shall have charge of all of the Association's moneys and securities, and, according to policies and practices established by the Executive Committee, shall disburse, or direct disbursement of, Association funds. The President must approve all payments prior to the disbursement by the Executive Director.

The Executive Director shall submit monthly account ledgers and bank statements to the Treasurer. The Treasurer shall cause to have kept an accurate accounting of all moneys received and disbursed by the Association, and shall generally perform such duties as may be required by the Executive Committee.

In the absence of the Executive Director, the Treasurer will have full charge until a new Executive Director can be appointed.

At each meeting of the Association the Treasurer shall make a report to the membership of all moneys received and disbursed by the Association.

The Executive Director, President and Treasurer shall be bonded for at least One Hundred-Thousand dollars (\$100,000) or a higher amount established by the Executive Committee.

SECTION 6. SECRETARY

At all meetings of the Association and at all meetings of the Executive Committee, the Secretary shall make, or cause to be made, a fair record of the proceedings, which

shall be kept in separate record books and incorporated in the minutes of the meeting in which said report shall have been made.

SECTION 7. IMMEDIATE PAST-PRESIDENT

The Immediate Past-President shall serve as an ad-hoc member of the Executive Committee, act in an advisory capacity to the Executive Committee, and may act as the State Representative to the International Association of Emergency Managers (IAEMs). The Immediate Past President may preside at meetings of the Association when requested by the President President-elect or Vice-President.

SECTION 8. MEMBERS-AT-LARGE (TRUSTEES)

The members-at-large communicate with the various sector (or quadrant) presidents, the membership and state personnel and act in an advisory capacity to the other elected officers of the Association.

ARTICLE VIII: APPOINTED OFFICERS

SECTION 1. APPOINTMENTS AND DESIGNATION OF APPOINTED OFFICERS:

The President, subject to the approval of the Executive Committee, may appoint the following Officers of the Association:

(a) SECTOR REPRESENTATIVES:

Each Sector as described in the Standing Resolutions shall appoint One (1) representative to serve on the Association Executive Committee as the person from that sector eligible to cast that sector's votes on all Executive Committee matters.

(b) PRESIDENTIAL APPOINTMENTS:

The President, subject to the approval of the Executive Committee, may appoint the following Officers of the Association:

- (1) Legal Counsel
- (2) Sergeant-at-Arms
- (3) Chaplain

SECTION 2. LEGAL COUNSEL

The Legal Counsel shall advise the membership and the executive committee on all matters of a legal nature pertaining to the Association, and shall perform such other duties of a legal nature for the Association as may be directed by the President or the Executive Committee.

SECTION 3. SERGEANT-AT-ARMS

The Sergeant-at-arms shall provide for good order and discipline at all regular and special meetings of the Association and of the Executive Committee, and is empowered to assess and collect fines from the members in the event of violations of same.

SECTION 4. CHAPLAIN

The Chaplain shall perform those duties normally considered appropriate at all meetings of the Association.

ARTICLE IX: EXECUTIVE COMMITTEE

SECTION 1. MEMBERSHIP

The Executive Committee shall consist of the Association's President, President-elect, Vice President, Secretary, Treasurer, the Association's representative to the State Emergency Response Commission (SERC), a representative from each emergency management sectors as described in the Association's Standing Resolutions VII and VIII, and the Chair of the College/University Committee.

SECTION 2. REGULAR EXECUTIVE COMMITTEE MEETINGS

Immediately following the election of officers, the Executive Committee shall meet to determine Association policy for the ensuing year.

The Executive Committee shall also meet to conduct regular business of the Association at such other times as the President may direct; provided, however, that the members of the Executive Committee shall be notified at least ten (10) days in advance of such meetings.

SECTION 3. SPECIAL EXECUTIVE COMMITTEE MEETINGS

Upon the request of a majority of the elected officers of the Association, the President shall call a special meeting of the Executive Committee. At such special meeting, however, only such business as necessitated the meeting shall be conducted.

When it is impractical to convene the Executive Committee and circumstances demand that the President act for the Association, the President is authorized to do so, provided he obtains the approval of a majority of the Executive Committee.

SECTION 4. QUORUM OF THE EXECUTIVE COMMITTEE

At regular meetings of the Executive Committee, a majority of the elected officers on the Committee shall constitute a quorum.

At special meetings, any number of Executive Committee members responding to the call shall constitute a quorum, if all Committee members have been duly notified.

ARTICLE X: OTHER COMMITTEES

SECTION I.

Upon assuming office, the president shall appoint and announce to the membership the members of the following standing committees who will serve for a period of one year:

- A. Constitution and by-laws Committee
- B. Membership Committee
- C. Legislative Committee
- D. Awards Committee
- E. Finance Committee
- F. Nominating Committee
- G. Strategic Planning Committee

SECTION 2.

The president may from time-to-time appoint "ad hoc" committees for special purposes or assignments. Such committees shall cease to function when their specific task is completed or at the order of the president.

SECTION 3. APPOINTMENT OF COMMITTEES.

The president shall appoint committees to serve in the best interests of the Association and the emergency management program.

SECTION 4. OHIO CERTIFIED EMERGENCY MANAGEMENT PROGRAM BOARD

The President shall appoint three members of the Emergency Management Association to the Ohio Certified Emergency Management Program Board. These members, along with the member appointed by the Executive Director of the Ohio Emergency Management Agency and the member appointed by the Director of the Ohio Department of Public Safety, shall review program applications and shall award certification to those applicants whose applications demonstrate their professional excellence through a combination of formal education, experience and contributions to the field of emergency management in Ohio.

SECTION 5. COLLEGE/UNIVERSITY COMMITTEE

The college/university membership shall form a College/University Committee. The committee shall elect a chair and other committee officers as needed. The College/University Committee may present issues regarding legislation and standards before the association for acceptance and support by of the association and/or the Executive Committee.

The Past President of the Emergency Management Association of Ohio shall be a member of the College/University Committee.

SECTION 6: AFFILIATE COMMITTEE

The affiliate membership shall form an Affiliate Committee. The committee shall elect a chair and other committee officers as needed. The Affiliate Committee may present issues regarding legislation and standards before the association for acceptance and support by of the association and/or the Executive Committee.

The Vice President of the Emergency Management Association of Ohio shall be a member of the Affiliate Committee.

ARTICLE XI: STATE REPRESENTATIVE

The State Representative is normally the Immediate Past-President who will act in a liaison capacity between the Region V, International Association of Emergency Managers (IAEMs) Vice-President and the members in Ohio. It will be the Immediate Past President's duty to further the emergency management program and the interests of the Association in this respective area.

ARTICLE XII: MEETINGS OF THE ASSOCIATION

SECTION 1. ANNUAL MEETING

The Association shall conduct its Annual Meeting at the Winter Conference, at a time and place as designated.

SECTION 2. REGULAR MEETINGS

The Association shall meet at a minimum of three times a year at a time and place as designated.

SECTION 3. SPECIAL MEETINGS

By order of the President or by a majority vote of the Executive Committee, a special meeting of the Association may be convened for a specific purpose or purposes.

SECTION 4. MEETING FORMAT

By order of the President or by a majority vote of the Executive Committee, the format of the aforementioned meetings defined in SECTIONS 1-3 may be held in person, virtually or in a blended format of the two. When in conflict, the Executive Committee decision will prevail.

SECTION 5. QUORUM

At all annual meetings, regular meetings or special meetings, the active members registered at the meeting shall constitute a quorum.

SECTION 6. PUBLIC MEETINGS

All Association meetings are open to the public, and shall conform to the Ohio sunshine law; Ohio Revised Code (ORC) Section 121.22 et. seq.

SECTION 7. Executive Session

By a majority vote of the Executive Committee, the Executive Committee may go into executive session. The Executive Committee may include persons who are not members of the Executive Committee in executive sessions, i.e. Active Members.

ARTICLE XIII: FISCAL YEAR

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

ARTICLE XIV: PARLIAMENTARY AUTHORITY

SECTION 1. RULES

Roberts' Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the constitution of this Association.

ARTICLE XV: DISCLAIMER OF ENDORSEMENTS

No individual member or a group of members, representing the Association shall have the authority to endorse or recommend any product or service in the name of the Association.

ARTICLE XVI: MISCELLANEOUS

SECTION 1. DEFINITIONS

Unless otherwise specifically set forth herein, words and phrases in this constitution shall have the following meaning:

- (a) "Shall" is mandatory and "May" is permissive.
- (b) State shall refer to the State of Ohio and shall include all of its counties and the counties' political subdivisions.
- (c) Active Member shall mean the political subdivision that has fully paid the Association's "Active Membership" fees for the Association's current fiscal year (1 January to 31 December). This definition shall include the person properly designated to represent the political subdivision.
- (d) "Emergency Management" as used in this constitution shall mean all of the measures undertaken to minimize the effects of enemy attack or natural or technological disasters, to relieve distress among disaster victims, and to aid in the recovery and rehabilitation period after disaster.
- (e) "Association", whenever used, shall mean the Emergency Management Association of Ohio.

SECTION 2. VALIDITY

If any provisions of this constitution, or the application thereof to any person or circumstance, is held invalid by a court of law, the remainder of this constitution, and the application of its provisions to other persons or circumstances, shall not be affected thereby.

ARTICLE XVII: AMENDMENTS

SECTION 1. PROCEDURE

This constitution may be amended by a two-thirds (2/3) vote of the active members at the annual meeting of the Association, or at a special meeting, provided that notice of such proposed amendment shall be circulated to all active members at least ten (10) days in advance of said meeting, and further, that such notice shall contain a copy of the amendment to be considered. Proposed amendments must be submitted by or through the Constitution and Bylaws Committee.

ARTICLE XVIII: EFFECTIVE DATE

This constitution and any adopted changes will take effect the day following adjournment of the meeting at which it is adopted.

STATEMENT FOR ELIGIBILITY OF A STATE OR TERRITORIAL CHARTER IN INTERNATIONAL ASSOCIATION OF EMERGENCY MANAGERS (IAEMs)

SECTION 1.

A State or Territorial Organization may be chartered as a Department of the International Association of Emergency Managers (IAEMs) provided they have a minimum of twenty (20) active members and adopt a Constitution in harmony with the IAEMs Constitution. Charters shall be issued by the President upon the approval of the Executive Committee. Charters may be revoked by the Executive Committee for failure to maintain minimum membership requirements.