



# **CONSTITUTION AND BYLAWS OF THE EMERGENCY MANAGEMENT DIRECTORS ASSOCIATION OF MICHIGAN**

## **ARTICLE I IDENTITY AND SCOPE OF THE ORGANIZATION**

1. The organization described in this document is the Emergency Management Directors Association of Michigan (EMDAM).
2. The organization shall consist of political subdivisions, which are performing an emergency preparedness and planning mission at the county level within the territorial limits of the State of Michigan.

## **ARTICLE II MISSION**

The mission focus of the Emergency Management Directors Association of Michigan is to:

1. Implement and maintain Emergency Management and Homeland Security services and initiatives as an effective and cooperative element of the national, state and regional program.
2. Through research and information programs & planning, enhance both the individual and regional readiness postures of county emergency management organizations.
3. Advance the professional standards and technical proficiency of members engaged in emergency planning, operations and management through mentorship and guidance.

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

- A. To establish effective legislative representation, with a primary focus on the best interests of county emergency management programs throughout the state.
- B. To provide county emergency management agencies with an instrument for effective concerted expression of viewpoint.
- C. To assemble information from county emergency management agencies concerning their common objectives, in an order to improve the professional stature of all such agencies.
- D. To establish a more responsive relationship and effective liaison between county, state, federal, and other emergency management agencies.



### **ARTICLE III MEMBERSHIP**

1. Active membership in the Association shall be extended to county appointed Public Act 390 emergency managers, by invitation only, who are performing an emergency management mission under the required confines of Public Act 390, as amended, within the State of Michigan and have fully paid the Association's "Active Membership" dues for the current calendar year (January 1 to December 31).
2. Members shall be admitted in accordance with the classification requirements set forth in this Article. Membership shall not be denied on the basis of race, color, creed, national origin, sex age, or numerical limitation. All members are eligible to serve on committees if appointed.
3. Membership shall include a president, vice president, Secretary/Treasurer (combined duties), and a representative from each of the four regions in Michigan as defined by the attached map who are charged with the responsibility for carrying out the emergency management program within their jurisdiction.
4. To maintain active membership, members must attend 75% of the bi-monthly regularly scheduled EMDAM regional meetings. Absences that will cause a member to drop below 75% will be assessed by the executive board on a case by case basis. The fundamental purpose behind the EMDAM organization is to have proactive professional members who are engaged and committed to their respective counties and networking with other county emergency managers for the benefit of the EMDAM statewide association.

### **ARTICLE IV VOTING RIGHTS**

#### Section 1. General Voting Rights at Meetings

- A. The right to vote may be exercised only when the active member is physically present at the meeting and the required membership fees for the current fiscal year (January 1 to December 31) have been paid. Consideration will be given if circumstances in Michigan inhibit or prohibit the opportunity for in-person meetings. Such considerations will be approved by a majority of the active members.
- B. The president, vice president, Secretary/Treasurer (combined duties), and a representative from each of the four regions in who are active members (as defined in Article XVI, "DEFINITIONS" Section 1, (c)), in good standing, and is in attendance at a regular or special meeting of the Association shall be entitled to one (1) vote on any issue coming before the Association membership.



- C. With respect to voting, all counties are entitled to one (1) vote only pertaining to decisions and actions of the EMDAM organization regardless of how many association members reside within each Michigan county.

### Section 2. Ballot voting

- A. A certified ballot will be utilized for voting in elections of officers, by-laws changes, and/or revisions, and other issues considered necessary for ballot voting as determined by the elected officers.

### Section 3. Certified

- A. The ballot process will follow Roberts Rules of Order for voting by mail.

### Section 4. Results of Balloting or Voting

- A. 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 Associations articles of incorporation, or this constitution requires a different procedure.

## **ARTICLE V MEMBERSHIP FEES**

### Section 1. Active Membership

- A. A yearly membership fee as determined by a vote of the membership will be collected. Membership will run from January 1<sup>st</sup> to December 31<sup>st</sup>. New members who join after June 30 of any year shall have their dues pro-rated to one-half the annual fee for the first year.

## **ARTICLE VI ELECTED OFFICERS**

### Section 1. Designation of Elected Officers

- A. The elected officers of the Association shall be:

1. President
2. Vice-President
3. Secretary/Treasurer
4. Region 1 Representative
5. Region 2 Representative
6. Region 3 Representative
7. Region 4 Representative



## Section 2. Qualifications

- A. No person may be elected to office, or continue to hold elective office, unless he/she is an Active Member as described in Article III, Section 1, of the constitution. The President and Vice-President must be an emergency manager or coordinator as identified in Public Act 390 with at least five (5) consecutive years in that position within the State of Michigan. All other officers may be elected from the remaining Active membership.
- B. Membership in the association is limited to county Public Act 390 Emergency Managers with two years of experience in Michigan, possess a Michigan Professional Emergency Managers certification or equivalent as determined by the Board of Directors, and are current with their membership fees as required in Article V, Section 1(A). This is to help ensure that the focus of the association maintains clear and effective goals to assist the county emergency management programs throughout the state encompassing experienced and trained emergency managers.

## Section 3. Method of Selection

- A. At the annual meeting of the Association, the officers shall be elected in the following manner:
  - 1. President: Shall be nominated and voted for by all eligible voting association members and serve a term of one year.
  - 2. Vice President: Shall be nominated and voted for by all eligible voting association members and serve a term of one year shall serve a term of one year.
  - 3. Secretary/Treasurer: Shall be nominated and voted for by all eligible voting association members and serve a term of one year.
  - 4. Regional Representatives: Shall be an appointed PA 390 emergency manger from that specific region. These representatives will be nominated and voted for only by eligible voting members of each specific region and serve a term of one year.

## Section 4. Nominating Committee

- A. At least 30 days prior to the annual meeting, the nominating Committee shall submit to the association Secretary/Treasurer a list of qualified candidates for the positions to be elected. The Secretary/Treasurer 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



- A. 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

- A. All terms of office for the elected officers shall commence on January 1 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

- A. Vacancies in the offices of President and Vice President shall be filled by advancement in ranks, provided that such fulfillment shall be in acting capacities until the next annual election where the acting officer shall be eligible for regular investiture to office. Such acting capacities shall have no otherwise effect upon their normal terms of office.
1. If the vacancy occurs in the office of Secretary/Treasurer, the President shall appoint a suitable person to fill the unexpired term until the next Annual Meeting when the membership elects new officers.

#### Section 8. Removal of Elected Officer

- A. 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

- A. 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 Vice President to be an ex-officio member of the above-mentioned committees and other duties as appropriate and shall perform all duties usually performed by the President of like organizations.

#### Section 2. Vice-President

- A. In the absence of the President, or the inability of the President to perform his/her duties, the Vice-President shall perform the duties of the President. The Vice-President will also work with the President in developing and executing long range plans that will benefit the Association.



### Section 3. President Pro-Tempore

- A. If all the foregoing are absent, the Executive Committee shall appoint a Present Pro-Tempore.

### Section 4. Secretary/Treasurer

- A. The Secretary/Treasurer shall have charge of all the Association's monies and securities, and, according to policies and practices established by the Executive Committee, shall disburse, or direct disbursement of, Association funds. The Treasurer shall cause to have kept an accurate accounting of all monies received and disbursed by the Association, and shall generally perform such duties as may be required by the Executive Committee.
- B. At each meeting of the Association, the Secretary/Treasurer shall make a report to the membership of all monies received and disbursed by the Association. At the expiration of his/her term he/she shall turn over to his/her successor, or to the Executive Committee, an audited accounting of his/her stewardship and all monies and property of the Association. This accounting shall be distributed to the membership within thirty (30) days after such accounting is rendered.
- C. At all meetings of the Association and at all meetings of the Executive Committee, the Secretary/Treasurer shall make, or cause to be made, a fair record of 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.

## **ARTICLE VIII APPOINTED OFFICERS**

### Section 1. Appointments and Designation of Appointed Officers

- A. 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. Chaplin

### Section 2. Legal Counsel

- A. 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

- A. 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

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

## **ARTICLE IX EXECUTIVE COMMITTEE**

### Section 1. Membership

- A. The Executive Committee shall consist of the elected officers of the Association.

### Section 2. Regular Executive Committee Meetings

- A. Immediately following the election of officers, the Executive Committee shall meet to determine Association policy for the ensuing year.
- B. The Executive Committee shall also meet to conduct regular business of the Association at such other times that 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

- A. 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 meetings, however, only such business that necessitated the meeting, shall be conducted.
- B. 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

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



- B. 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 1

- A. Upon assuming office, the president shall appoint and announce to membership, the members of the following standing committees who will serve for a period of one year:
1. Constitution and by-laws
  2. Membership
  3. Legislative
  4. Finance
  5. Nominating
  6. Strategic Planning
  7. Training and Education

### Section 2

- A. The president may, with concurrence from a majority of the members of the board, appoint committees or individuals, who are vetted and approved by the majority of the board, for special purposes or assignments to specifically benefit the EMDAM.
- B. Such committees or individuals can include by example a legislative liaison, executive director, research analyst, or deputies to the board positions to assure EMDAM continuity continues in the absence or vacancy created by a board member. These positions and associated responsibilities shall cease to function when their specific task is completed or at the order of the President.
- C. Persons appointed to positions and committees, who are not active members, shall have no voting rights but will be included in any and all association business open to other EMDAM members.

### Section 3. Appointment of Committees

- A. The President shall appoint committees to serve in the best interest of the Association and county emergency management programs.

## **ARTICLE XI MEETINGS OF THE ASSOCIATION**

### Section 1. Annual Meeting





- A. The Association shall conduct its Annual Meeting in the month of September, at a time and place as designated.

### Section 2. Regular Meetings

- A. The Association will meet bi-monthly in the months of February, April, June, August, October, and December at times and locations to be determined by the association.
- B. The meetings in April and October will be in person for the purposes of voting and to maintain personal connectivity with all association members.
- C. When possible, the October meeting may be designated and planned for an education-based conference at a time and location to be determined by the membership.
- D. Association members may participate in bi-monthly meetings, except for the months of April and October, via video conference or teleconference.
- E. Additional meetings may be conducted during off months at the call of the President or Executive Committee.

### Section 3. Special Meetings

- A. 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. Quorum

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

## **ARTICLE XII FISCAL YEAR**

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

## **ARTICLE XIII PARLIAMENTARY AUTHORITY**

### Section 1. Rules

- A. Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the constitution of the Association.

## **ARTICLE XIV DISCLAIMER OF ENDORSEMENTS**



- A. No individual member or 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 XV MISCELLANEOUS**

### Section 1. Definitions

- A. Unless otherwise specifically set forth herein, words and phrases in this constitution shall have the following meaning:
1. “Shall” is mandatory and “May” is permissive.
  2. “State” shall refer to the State of Michigan, and shall include all of its counties and the counties’ political subdivisions.
  3. “Active Member” shall mean the political subdivision that has fully paid the Association’s “Active Membership” fees for the Association’s current fiscal year (January 1 to December 31). This definition shall include the person properly designated to represent the political subdivision.
  4. “Emergency Management” as used in this constitution, shall mean all the measures undertaken to minimize the effects of enemy attack, natural, or technological disasters, to relieve distress among disaster victims, and to aid in the recovery and rehabilitation period after disaster.
  5. “Association”, whenever used, shall mean the Emergency Management Directors Association of Michigan.

### Section 2. Validity

- A. 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.

### Section 3. Website

- A. The executive board shall be charged with maintaining an EMDAM website. At the discretion of the board, emergency management information may be posted on the website to promote the EMDAM and to share information to help the public better understand emergency management and to help in promoting a more robust and resilient State of Michigan.



- B. The executive board shall design, or have designed, a member only portal on the website. Active members of EMDAM in compliance with Article VI, Section 2(A)(B) will be issued a unique login and password to access member only information. At the discretion of the board, other personnel who support the EMDAM may also be granted access to the membership portal to maintain situational awareness of association business.
- C. The executive board shall instruct the Secretary/Treasurer to post all meeting minutes and financial documents in the employee portal, including by-laws, articles of incorporation, non-profit documents, and any other documents pertaining to the association organizational filings.

#### Section 4. Policies and Procedures

- A. The board may draft, or assign to a committee to draft, operational policies and procedures under which the EMDAM operates. Any policies or procedures proposed shall receive proper advertisement and publication so all active members have the chance to review and comment. Policy and procedure drafts will be read and voted on in accordance with Roberts Rules of Order and only be passed by a 2/3 majority vote of active members who are compliance with Article VI, Section 2(A)(B).

### **ARTICLE XVI AMENDMENTS**

#### Section 1. Procedure

- A. 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 XVII EFFECTIVE DATE**

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