

NORTH CAROLINA EMERGENCY MANAGEMENT ASSOCIATION**CONSTITUTION AND BY-LAWS**

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ARTICLE I**NAME AND TERRITORIAL LIMITS**

- Section 1 The name of this organization is the "North Carolina Emergency Management Association".
- Section 2 The primary territorial limits of this Association shall be confined within the geographic boundaries of the State of North Carolina.

ARTICLE II**PURPOSE**

- Section 1 The purpose of this Association shall be:
- A. To coordinate the efforts of its members in a common front to protect the lives and property of all persons within its territorial limits. To coordinate and assist in the efforts of all member organizations throughout the State of North Carolina with emergency management responsibilities; including those for cities, towns and districts.
 - B. To strive for the constant improvement of standards, practice and effectiveness of emergency management activities in the State of North Carolina. To collect and disseminate helpful information concerning matters related to emergency management. To coordinate communications between local, state and federal emergency management partners.
 - C. To serve as a clearinghouse of experiences, ideas and suggestions. To promote successful courses of action among Association members and agencies, both private and governmental, in those matters pertinent to emergency management programs.
 - D. To afford opportunities for members to keep abreast of new developments and approved principles relating to emergency management programs.
 - E. To act in concert with, and in a professional advisory capacity to, other organizations (both private and governmental and primarily in the State of North Carolina) in those matters regarding emergency management.

Section 2 The organization is organized exclusively for charitable, religious or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, specifically:

To represent the interests of emergency management professionals and related organizations through semi-annual conferences, networking meetings, training events and acting as a clearing house for information concerning legislation, technical data and current items of interest to the emergency management community.

ARTICLE III

MEMBERSHIP, FEES AND VOTING

Section 1 Membership:

A. Active Membership:

Active membership in this association shall be comprised of practitioners or researchers in the field of emergency management who have paid their annual dues to the North Carolina Emergency Management Association. During the membership year, membership may be transferred from one (1) individual to another within the same organization holding a similar position.

B. Corporate Membership:

Corporate membership in this association shall be comprised of an organization having interest in emergency management activities who has paid their annual dues to the North Carolina Emergency Management Association. Corporate members are defined as a political, business or non-profit organization with an interest in emergency management. During the membership year, membership may be transferred from one (1) individual to another within the same organization holding a similar position.

C. Student:

Student membership in this association shall be comprised of any individual enrolled in a Community College, College or University having interest or course of study in emergency management activities who has paid their annual dues to the North Carolina Emergency Management Association.

D. Lifetime Membership:

The North Carolina Emergency Management Association, upon recommendation of the Executive Committee and by majority vote of the active members present at either the Fall or Spring Conference general membership meeting, may confer lifetime membership upon any person who has met the following requirements:

1. Nominee must be retired and recognized as an active member in good standing for at least ten (10) years with the Association.
2. Nominee should have contributed outstanding service to the North Carolina Emergency Management Association.
3. Nomination must come in writing from within the membership in the form of a letter addressed to the North Carolina Emergency Management Association Executive Committee stating the reasons the nominee should be considered for lifetime membership.

Dues are not required of lifetime members.

Section 2 Membership Fees:

- A. The Association Treasurer will annually solicit renewal of all current members. The Treasurer will invoice each member for dues at the beginning of the calendar year.
- B. Changes to the annual fee for each category of membership shall be established at the Association's Fall Conference general membership meeting.

Section 3 Voting:

- A. Active members shall have voting privileges equal to one (1) vote per organization.
- B. Student members and lifetime members shall not have voting privileges; however, they are extended all other privileges as active members.
- C. Corporate members shall not have voting privileges; however, they are extended all other privileges as active members.

ARTICLE IV

OFFICERS

Section 1 The officers of the Association shall consist of a President, First Vice-President, Second Vice-President, Secretary and a Treasurer who shall be a member of a county or tribal emergency management agency.

- A. The President, First Vice-President and Second Vice-President shall serve successive one (1) year terms.
- B. The following officers shall be elected at the Fall Conference general membership meeting by a majority of the active members present; Second Vice-President, Secretary and Treasurer. (Except for the first year in which the President, First Vice-President and Second Vice-President shall be elected to serve successive one (1) year terms).

Section 2 No person shall hold office in this Association unless qualified as an active member. (Dues paid).

Section 3 The officers, elected at the general membership meeting held in conjunction with the Fall Conference, will assume their duties following the general membership meeting.

Section 4 The President may appoint a Parliamentarian.

Section 5 The President may appoint a Chaplain.

Section 6 The Immediate Past President shall be a member of the Executive Committee.

Section 7 Should a vacancy occur in the Executive Committee by death, resignation or any cause other than expiration of term of office, the vacancy shall be filled in the following manner:

- A. Should the vacancy be as to the incumbent President; then the First Vice-President and the Second Vice President will move up successively, and the Second Vice-President office shall remain vacant until the next general membership meeting.
- B. Should the vacancy be as to the Secretary or Treasurer; the President shall appoint an active member to fill the vacancy.
- C. Should the vacancy be as to the Immediate Past President; the President may appoint some other Past President to serve for the remainder of the time.

Section 8 In case the President, First Vice-President and Second Vice-President are absent, or are unable to perform their duties, the remaining members of the Executive Committee, as the case may be, may appoint a President Pre-tempore.

ARTICLE V

DUTIES OF OFFICERS

Section 1 President:

The President shall promote the mission and objectives of the Association and act as a representative of the Association to other associations and/or government entities involved in emergency management programs and activities. The President shall convene meetings of the Executive Committee and serve as the Chair of the Executive Committee; but, shall not vote on any questions except to break a tie. The President shall appoint a replacement in the event of a vacancy of a member of the Executive Committee for the remaining term of that office, and make other appointments as necessary. The President shall appoint members of the Executive Committee to serve as liaisons/ex-officio members to the Standing Committees and special committees for the purpose of facilitating communication between each committee and the Executive Committee. The President shall authorize expenditures within the budget appropriations approved by the Executive Committee. The President shall be responsible for keeping the Association informed of the activities of the President's office, furnishing reports informing Association members of the activities of the President's office at each general membership meeting. The President shall insure Association general membership meetings are held at least twice per year, and convene "special meetings" as directed by the membership or the Executive Committee. The President shall sign the Association's official records, enforce the provisions of the Constitution and By-Laws, and shall perform all the duties usually performed by presidents of like associations.

Section 2 First Vice-President:

The First Vice-President shall, in the absence of the President or in the event of the President's inability or refusal to act, perform the duties of the President. When so acting, the First Vice-President shall have all the powers of, and be subject to the restrictions upon, the President. The First Vice-President shall assist the President in conducting meetings and perform all other duties assigned to him by either the President or the Executive Committee.

Section 3 Second Vice-President:

The Second Vice-President shall perform the duties of the First Vice-President in the absence of the First Vice-President and perform such other duties as are designated by the President.

Section 4 Secretary:

The Secretary shall keep the minutes of the meetings of the general membership of the Association, and of the meetings of the Executive Committee. The Secretary shall be responsible for safeguarding the records of the Association, shall countersign all necessary papers and legal documents pertaining to this Association, and shall act as its historian. The Secretary shall perform such other duties as may be required by the Executive Committee.

Section 5 Treasurer:

The Treasurer shall receive and have in charge, all monies and securities belonging to the Association or collected in its name, and shall disburse or otherwise deal with the same as shall be ordered by the Executive Committee. A separate itemized statement shall be kept on the Association conferences, indicating all credits and debits that pertain to each conference. Thirty (30) days after each conference, an itemized audit will be presented to the President and the Executive Committee for their approval. This statement will be presented at the next conference to the full membership, and will be included in the financial statement. An inventory of all Association property will be conducted and presented with the financial statement at each conference. All checks will be signed by the Treasurer, with the concurrence of the President of the Association. The Treasurer shall invoice each member for dues at the beginning of each calendar year.

Section 6 Parliamentarian:

In accordance with the guidance provided in Robert's Rules of Order, the Parliamentarian shall advise the officers and members of all matters of procedure not specifically covered by the Constitution and By-Laws of this organization.

Section 7 Chaplain:

The Chaplain is appointed by the President to minister to the members of this Association and to perform non-denominational religious functions at meetings, conferences and public assemblies; as well as compiling a list of members and friends who have passed away during the year and presenting this list during general membership meetings.

Section 8 Caucus Chair(s):

The Caucus Chair(s) will coordinate the activities of the approved member caucuses and represent the caucus on the Executive Committee.

ARTICLE VI

NOMINATION OF OFFICERS

Section 1 At least thirty (30) days prior to each Fall Conference general membership meeting there shall be appointed by the President, a Nominating Committee consisting of seven (7) active members; two (2) county emergency management or tribal representatives from each of the three (3) NC Emergency Management Branches, plus one (1) member At-Large. The committee shall present a slate of nominees to the members at the Fall Conference. Further, the presiding officer shall call for nominations from the floor.

Section 2 Nominees for an office shall be a county or tribal emergency management representative. Additionally, nominees shall be an active member of the Association for a period of no less than three (3) years.

Section 3 Elected officers shall be installed in the business session at the end of the Fall Conference general membership meeting with a term of one (1) year (the Secretary and Treasurer may be re-elected for as many terms as desired by the membership).

Section 4 Should a vacancy occur mid-year in the line of succession for President or First Vice President or Second Vice President, the nomination for Second Vice President shall be made by the Nominating Committee at the next general membership meeting. Installation shall occur during the business session at the end of that same general membership meeting.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 1 The Executive Committee shall consist of the officers of the Association, the Immediate Past President, State Emergency Response Commission (SERC) representative, caucus chair(s), and two (2) At-Large members each from the three (3) NC Emergency Management Branches.

Section 2 The Executive Committee shall meet at each conference of the Association and at such other times as may be called by the President. As soon as practical after the Fall Conference, the committee shall meet to formulate plans for the new year.

Section 3 The Executive Committee shall be the governing body of the Association and shall have the authority to take appropriate measures required to accomplish the goals and objectives of the Association. The Executive Committee shall, by issuing rules, establish a formal procedure for the conduct of the affairs of the Association in accordance with the provisions of the Constitution and By-Laws. If, in the committee's opinion, a question must have the approval of the general membership, the Executive Committee may call a special meeting of the Association membership or allow for voting at any normally scheduled general

membership meeting. The Executive Committee shall establish representatives and Ad Hoc committees on a case-by-case basis to further the purposes of the Association. The Executive Committee shall supervise the activities of the Executive Director.

Section 4 The Executive Committee shall provide a nominee to the Governor for appointment to the SERC from the list of active members. Nominees will be provided as requested by the Governor and should be prepared to serve a minimum of two (2), two (2) year terms of active membership status.

Section 5 At-Large Executive Committee members shall be elected by each branch and installed at the Fall Conference to serve one a (1) year term. Each At-Large member of the Executive Committee shall serve no more than three (3) consecutive years in the At-Large position. They will not be eligible again for an At-Large position until one (1) full year has passed. Duties of At-Large Executive Committee members include but are not limited to: attending scheduled Executive Committee meetings, representing the Association at official events, assisting the President, First Vice-President and Second Vice-President as requested, sharing information as needed with local emergency management agencies and serving as liaison to assigned standing committee(s).

ARTICLE VIII

STANDING COMMITTEES, AD HOC COMMITTEES, AND CAUCUSES

Section 1 The President shall appoint, with the consent of the Executive Committee, chairs to the standing committees, Ad Hoc committees, and caucuses within thirty (30) days after taking office or as vacancies occur throughout their term. Executive Committee liaisons for each group will be identified by the President.

Section 2 Standing Committees

Standing committees are bodies with an ongoing, operational function. The following are Association standing committees: Awards, Constitution and By-Laws, Legislative, Membership, Nominating, Program, Site, Technology/Communications and Training. Unless otherwise stipulated in Article IX, the minimum number of members serving on each committee shall be seven (7); one (1) county or tribal emergency management representative from each of the three (3) NC Emergency Management Branches, one (1) At-Large representative from each of the (3) NC Emergency Management Branches, and one (1) additional At-Large representative.

Section 3 Ad Hoc Committees

Ad Hoc committees are formed to complete a specific assignment of limited duration and shall cease to function when their specific task has been completed. Ad Hoc committees shall be appointed by the President.

Section 4 Caucuses

Caucuses are groups with a special focus or function within the practice of emergency management. New caucuses can be formed with the approval of the Executive Committee by presenting an issue paper identifying the group's purpose, tasks, leadership structure and member composition. Caucuses will elect a Caucus Chair for inclusion in the Executive Committee as stated in Article VII, Section 1.

ARTICLE IX

DUTIES OF STANDING COMMITTEES

Section 1 The duties of the **Nominating Committee** shall be to select capable, qualified candidates for nomination as elected officers of the Association. The committee will solicit nominees from the membership, confirm interest and qualifications of all candidates, and compile a slate of contenders prior to the general membership meeting conducted in conjunction with the Fall Conference. During the Fall Conference general membership meeting; a candidate listing will be presented to the Association President, who will accept nominations from the floor, and conduct the elections in accordance with Robert's Rule of Order.

Current elected officers of the Association are excluded from serving as members of the Nominating Committee. Additional guidance concerning the nominating process is described in Article VI.

- Section 2 The duties of the **Awards Committee** shall be the development of award and scholarship competition guidelines, membership notification soliciting award nominations and scholarship applications, review of award recommendation packages and scholarship applications, selection of recipients, and presentation of awards at the Association's Fall Conference and scholarship(s) at the Spring Conference. The committee will determine the recipients of awards and scholarship(s) in accordance with standard selection criteria and guidelines approved by the Executive Committee and the general membership of the Association. If, in the opinion of the Awards Committee, an awards category receives no nomination which meets the established standard, the committee may decide that no award be presented for this category. If no scholarship applications are received, the committee will make no scholarship award. Membership in the Awards Committee shall consist of no less than ten (10) members, three (3) members elected from each branch (Central, Eastern and Western), one (1) representative from each formally recognized and active caucus and a Chairperson which will be appointed At-Large by the President to facilitate the committees' duties and only vote in the case of a tie.
- Section 3 The duties of the **Membership Committee** shall be to make recommendations concerning the development and maintenance of a strong, active membership and actively seek new members in all membership categories of the Association. Committee members will oversee Association marketing strategies in order to increase membership and will provide information to other agencies, associations, businesses and individuals regarding the significant role the Association plays in furthering effective "emergency management" throughout our State.
- Section 4 The duties of the **Legislative Committee** shall be to develop, monitor and maintain the legislative priorities of the Association; coordinate legislative strategy sessions to help define the Association's legislative agenda; and prepare and promote the Association's legislative agenda. Remain aware of all proposed legislation at the federal, state and/or local level that may impact emergency management activities or the goals of the Association. Make recommendations to the Executive Committee, and/or the membership, regarding Association positions relative to legislative issues and request action by the members, as appropriate. Maintain liaison with state and federal legislators and appropriate associations, committees, and task forces in matters relating to emergency management. Provide education information to federal and state legislators pertaining to issues important to the emergency management program. Draft legislation and testify for or against legislation as appropriate and directed by the Association; informing the President prior to taking any direct action with the state legislature or Congress. This committee will also coordinate with emergency management organizations at the national level in support of the emergency preparedness program.
- Section 5 The duties of the **Constitution and By-Laws Committee** shall be to periodically review the governing rules of this Association; in order to ensure the document truly reflects the organization's structure and activity. Monitor adherence to provisions of the Constitution and By-Laws and review administrative policies and procedures with the Executive Committee for consistency to the Constitution and By-Laws. Receive, review and evaluate proposed changes to the Constitution and By-Laws as either (1) submitted by the Association's membership, (2) requested by the Executive Committee, (3) necessitated by outside influences, such as changes in laws or other instruments that supersede the organization's authority or (4) determined by the committee to be in the best interests of the organization. Prepare and submit to members a consolidated listing of proposed changes to the Constitution and By-Laws at least ten (10) days in advance of any general membership meeting. During general membership meetings, present all proposed changes to the Constitution and By-Laws to the Association for consideration and vote for adoption. Additional guidance concerning the amendment process of the Constitution and By-Laws is described in Article XIII.
- Section 6 The duties of the **Site Committee** shall be to select a site for the Spring and Fall Conferences, in the best interest of the Association. On a year-to-year basis, consideration should be given to rotate conference placement among differing geographic sections of the State; in order to both afford a variety of locations for attendees and to preclude recurring lengthy travel for any particular membership group. The committee will also participate, as requested by the Executive Committee, in identifying locations and facilities for other Association sponsored events.
- Section 7 The duties of the **Training Committee** shall be to, in coordination with the North Carolina Training and Standards Advisory Board, develop and implement a statewide training and education program to enhance

emergency management knowledge and professionalism throughout the State's emergency response community. Provide information to Association membership on training opportunities and other subjects of interest related to training. Encourage the development of an instructor cadre within the membership to facilitate intergovernmental training and the utilization of shared resources. In conjunction with the North Carolina Training and Standards Advisory Board; promote the inclusion into the State's annual training program those courses comprising the certification program curriculum.

- Section 8 The duties of the **Program Committee** shall be to plan, coordinate and develop the agenda for all Association sponsored state-wide conferences. The committee will be responsible for all facets of the conference activities; including topics, schedule, speaker identification, support document design and the coordination of any training or seminars offered in conjunction with the conferences. The committee will also participate, as requested by the Executive Committee, in developing the program for all other Association sponsored events.
- Section 9 The duties of the **Communications Committee** shall be to serve the Association leadership and membership as a focal point for Communication policy, issues, and information dissemination. The committee will manage and maintain the Association's social media accounts to ensure that the social media platforms contain timely and useful information that will be of benefit to the Association's membership and emergency management partners. The committee will manage all public information and public outreach functions of the Association; and will develop, collect, maintain and share these materials with Association members to further local preparedness capabilities across the State. In cooperation with the Association's Executive Director, the committee will develop and distribute relevant time-sensitive emergency management news items via email, newsletter, or other communications methods, to Association members, as appropriate.
- Section 10 The duties of the **Technology Committee** shall be to serve the Association's leadership and membership as the focal point for technology issues, utilizing both existing and emerging technology as it applies to the overall emergency management community. The committee will manage and maintain the Association website to ensure its availability to distribute information in a timely and useful manner. The committee will establish a network bringing together Association member emergency management practitioners/educators to enhance and improve the provision of emergency management services to their respective constituencies. The committee will maintain the Association's on-line payment system and conference/meeting registration capability. In conjunction with the Program Committee and North Carolina Emergency Management, develop and/or coordinate technology updates and activities for inclusion in all conference programs. Report on emerging technology relative to emergency management at the general membership meetings held in conjunction with the Association's two annual conferences. The committee will provide reasonable non-labile technical assistance to Association members.
- Section 11 The duties of the **Finance Committee** shall be to assist the Treasurer in maintaining accurate and complete financial records and to work in partnership with the Treasurer in preparing and presenting accurate, timely and meaningful financial statements to the Executive Committee and the Association's general membership. The committee will collaborate with the Treasurer to prepare an annual budget and ensure that the Association's corporate paperwork and tax filings with the State and Federal government are current. The committee will assist Executive Committee members in understanding the Association's finances, so that Executive Committee members are able to accurately plan for future organizational expenditures. The committee will provide the Executive Committee with suggestions to improve the Association's fiscal basis and recommend projects and programs to increase the financial wellbeing of the Association. The committee will safeguard the Association's assets by conducting an annual internal audit. In conjunction with the Treasurer, the committee will develop a tracking system to document conference receipts and expenditures; and maintain these records to compare revenue and expenditures over multiple years. The committee will implement and manage an annual private sector sponsorship program for the Association. In conjunction with the Treasurer and the Program Committee, the committee will develop and manage venue-specific conference sponsorship programs based upon unique conference site characteristics.

ARTICLE X

CONFERENCES

- Section 1 The Association will host conferences as follows, unless otherwise amended by the Executive Committee. The Fall Conference is recommended to be held during one (1) of the following months: September, October or November. The Spring Conference is recommended to be held during one (1) of the following months: March, April or May. The date and location of the conference will be determined by the Site Committee; with the approval of the Executive Committee. On a year-to-year basis, consideration should be given to rotate conference placement among differing geographic sections of the State; in order to both afford a variety of locations for attendees and to preclude recurring lengthy travel for any particular membership group. Virtual conferences may be authorized by the Executive Committee based on circumstances surrounding hosting an in-person conference.
- Section 2 The membership should be notified of all conferences no later than sixty (60) days prior to the conference date to allow time for travel arrangements of attendees.

ARTICLE XI

FISCAL YEAR

- Section 1 The fiscal year of this organization shall be the Association fiscal year, which shall correspond to the calendar year, January 1 through December 31.

ARTICLE XII

PARLIAMENTARY AUTHORITY

- Section 1 Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the Constitution and By-Laws of this organization.

ARTICLE XIII

AMENDMENTS

- Section 1 The Constitution and By-Laws may be amended at all general membership meetings of this Association by a two-thirds (2/3) vote of the members in attendance. Notice must be provided at least ten (10) days in advance of said general membership meeting. Such notice shall contain a copy of the amendments. Proposed amendments must be submitted through the Constitution and By-Laws Committee, or the Executive Committee, at least sixty (60) days in advance of the said general membership meeting.

ARTICLE XIV

TRAVEL EXPENSES

- Section 1 Travel expenses paid by the Association, with prior approval of the Executive Committee, shall be limited to expenses incurred by the President or representative of the membership. The expenses must be related to official business on which the President and/or membership representative are representing the Association.

ARTICLE XV

DISCLAIMER ENDORSEMENTS

- Section 1 No individual member or group of members of this Association shall have the authority to endorse or recommend any product or service in the name of the Association.

ARTICLE XVI

REVOCATION

- Section 1 Upon the adoption of the Constitution and By-Laws by the membership of the Association, all prior editions and revisions are hereby revoked.

ARTICLE XVII

VOTING

- Section 1 Any active member may designate a person of their choice to cast a proxy vote on any matter of the Association. The active member shall notify the Association Secretary in writing twenty-four (24) hours in advance of the commencing of any general membership meeting of the Association.

ARTICLE XVIII

QUORUMS AT MEETINGS

- Section 1 A majority of the active members present at any properly called meeting of the Association will constitute a quorum.
- Section 2 A majority of the Executive Committee members present at any properly called meeting, will constitute a quorum.
- Section 3 In order to conduct official business or vote on any motion, a majority of the committee/caucus total membership present at any properly called meeting of a Standing Committee, Ad Hoc Committee or Caucus will constitute a quorum.

ARTICLE XIX

DISTRIBUTION OF ASSETS UPON DISSOLUTION

- Section 1 Upon dissolution of this organization, assets shall be distributed among the County Emergency Management agencies in North Carolina for use in their individual counties, or for one or more exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, specifically to such a group which will benefit emergency preparedness in North Carolina, or then to a state or local government, for a public purpose.

RECORD OF CHANGES AND APPROVAL:

Adopted	September 21, 1971
Amended	September 18, 1973
Amended	September 11, 1979
Amended	September 30, 1980
Amended	September 14, 1981
Amended	September 21, 1982
Amended	September 20, 1983
Amended	October 16, 1986
Amended	October 31, 1989
Amended	October 14, 1992
Amended	October 26, 1994
Amended	November 1, 1995
Amended	March 17, 1998
Amended	October 17, 2005
Amended	October 25, 2010
Amended	October 24, 2011
Amended	March 12, 2013
Amended	October 14, 2014
Amended	March 22, 2016
Amended	March 14, 2017
Amended	October 23, 2018
Amended	November 5, 2019
Amended	October 29, 2020
Amended	May 26, 2021
Amended	October 10, 2023

President

Date

First Vice-President

Date

Second Vice-President

Date

Secretary

Date

Treasurer

Date