

*ARKANSAS EMERGENCY
MANAGEMENT
ASSOCIATION*

AEMA

CONSTITUTION AND BYLAWS



Constitution and BYLAWS

of the

ARKANSAS EMERGENCY MANAGEMENT ASSOCIATION

ARTICLE I

DESCRIPTION

SECTION 1: NAME AND TERRITOTTIAL LIMITS

- (a) The name of this organization shall be the “Arkansas Emergency Management Association,”
Hereinafter sometimes referred to as the “Association.”
- (b) The Association shall be a nonprofit organization, incorporated under the
operated in compliance with the laws of the State of Arkansas.

ARTICLE II PURPOSE

SECTION 1: Purpose

It shall be the purpose of this Association to be mutually beneficial to all its member by providing: inspiration for professionalism in all areas of Emergency Management, initiation, and development of professional and social relationships among member, active promotion of all state and local legislation beneficial to Emergency Management programs, a united effort in support to the Association goals, the promotion of a positive image and reputation of Emergency Management programs. A united effort in support of the Association goals, the promotion of a positive image and reputation of emergency management throughout the State of Arkansas, a forum for ideas and resolving of problems confronted by Emergency Management programs and activities.

SECTION 2: Arkansas Emergency Management Association

Mission Statement:

The Arkansas Emergency Management Association is dedicated to minimizing the impacts of disasters on communities and reducing the risk of loss of life and property through education and programs in the State of Arkansas.

The Arkansas Emergency Management Association promotes the efforts of Arkansas communities to plan for natural, technological, and human-made disasters and emergencies through improved preparedness, mitigation, response, and recovery capabilities. AEMA is the professional association for Arkansas Emergency Management Professionals:

- A network for training, education, and preparedness information and professional development.
- A forum for sharing knowledge, ideas, processes, lessons learned and building partnerships.

SECTION 3: Goals

- Establish and maintain professional standards for managing and preparing for disasters and emergencies at the local level.
- Influence and guide public policy and legislation affecting the emergency management community.
- Provide advanced training and educational opportunities for all citizens to enhance emergency preparedness in the public and private sector.
- Promote Emergency Management principals throughout the State.
- Be the voice of the local Emergency Management Coordinators/Directors at the State and National Levels.
- Increase public awareness on issues concerning preparedness, response, mitigation, and recovery.

SECTION 4: Values

- Innovation, Coordination and Service
- Trust and respect for others
- Adherence to public laws and standards
- Individual and team professionalism

- Commitment and Dedication

SECTION 5: Dissolution of Assets

If for any reason the Arkansas Emergency Management Association dissolves then all assets within the AEMA, which includes all assets and bank accounts will go directly to the Arkansas Children's Hospital.

ARTICLE III: MEMBERSHIP, DUES AND RIGHTS OF MEMBERS

Membership in the Association shall be available to any person who has an interest in or whose responsibilities relate to Emergency Management with any governmental agency, tribal government, public or private non-profit organization, or private for-profit organization. An applicant who has filed a completed membership application and met the financial obligations set forth in Section 4 of this article, is deemed to be in good standing.

(c) Dues shall be reviewed and adjusted as necessary by the Board of Directors. Changes in Dues must be brought to a vote before the membership.

SECTION 1: Active Membership

Active membership shall be one of paid membership, and eligibility shall consist of any Emergency Manager or person working within the Emergency Management field.

Each active member shall be entitled to make motions, shall have one vote, shall be entitled to cast that vote on all matters at all special and regular meetings of the Association, may hold an elective office of the Association and is entitled to seek such office.

SECTION 2: Associate Membership

Associate membership shall be those individuals who are in liaison with Emergency Management (i.e., local government, news media, or any others as approved by the Executive Board of the Association).

Associate members may attend all regular or called meetings and assist and aid the Association in accomplishing its goals and purposes. Associate members may neither vote nor hold an elective office in the Association.

SECTION 3: Corporate Membership

Corporate membership shall be those companies, corporations, or organizations who desire to support the integrated emergency management programs of the State of Arkansas.

Corporate members may attend all regular or called meetings and assist and aid the Association in accomplishing its goals and purposes. Corporate members may neither vote nor hold an elective office in the Association.

SECTION 4: Annual Dues

The annual dues are payable at the Annual Meeting each year. Membership shall run from August 15 and end on August 14. Dues shall be reviewed and adjusted as necessary by the Board of Directors. Changes in Dues must be brought to a vote before the membership. Membership will take immediate effect if payment of dues is made at the Annual Conference, allowing new members to be eligible for voting giving them an extended membership year. The annual dues cost will remain at \$40.00.

SECTION 5: Honorary Membership

Honorary membership may be bestowed upon an individual by a unanimous vote of the Executive Board.

SECTION 6: Code of Conduct/Discipline and Expulsion of Members

(a) Abuse of Membership

Members shall not improperly use their membership with the Association for commercial or personal gain. Officers, Directors, or Area Governors shall not improperly use their positions with the Association for commercial or personal gain. Membership shall not be considered as an endorsement of AEMA for personal means or political means.

(b) Conflict of Interest

Members and officers of the Association shall always act in the best interest of the Association and shall avoid activities resulting in actual or implied personal gain.

(c) Member Relations

Members shall treat each other with respect and fairness, and will seek to work in a cooperative and productive way with each other. Elected representatives have a particular responsibility in this regard; to ensure that all members and their views are heard, valued, and respected. Members shall not recklessly or maliciously injure, or attempt to injure, the professional reputation, prospects, or business of another, or of the Association.

(d) Discipline or expulsion

The Executive Committee may deny or revoke a membership for conduct that brings disrepute to the Association. In the case of revocation, the Executive Director shall notify the individual in writing no later than 30 days prior to the effective date that revocation of their membership is effective and the reason(s) for such action. Members may be disciplined by suspension or expulsion for: misuse or misappropriation of Association property; misrepresentation of the Association and its officers to outside persons; conviction of a felony under State or Federal laws; and membership in subversive organizations. Before suspension or expulsion, charges (in affidavit form) shall be filed with the Secretary stating the alleged violations and preliminary proof. The President shall appoint an investigation committee from the Executive Board members, whose duty shall be to investigate the charges promptly, and if it decides that a hearing is warranted, shall set a date, place, and time, and shall notify the Secretary. The Secretary shall send the accused member a registered letter at least fifteen (15) days before the date of the hearing, containing a copy of the charges, the time and place of the hearing, and a statement of his right to be present at the hearing, to defend himself, to be represented by counsel, and to receive a copy of any transcript. The Executive Board shall render a decision by secret ballot after the hearing with two-thirds (2/3) vote confirming guilt or innocence, and a two-thirds (2/3) vote confirming the penalty of the suspension or expulsion. The member so convicted shall have

recourse of appeal to the membership at the next annual meeting or at a special meeting.

SECTION 7: Resignation

A member may resign from the Association at any time by submitting a letter of resignation to the Secretary.

ARTICLE IV OFFICERS

SECTION 1: Officers

The officers of the Association shall be a President, a President-Elect, a Second Vice-President, a Recording Secretary, a Treasurer, area representatives congruent with the number of ADEM areas, and at least one (1) ADEM Representative. The Immediate Past President shall serve in an advisory capacity with no voting privileges. These officers shall perform the duties prescribed by this Constitution and its Bylaws and by the parliamentary authority adopted by the Association. Officers of the Association must be directly involved in the profession of Emergency Management and a current dues paid member in good standing. In the event a board position becomes vacant the Executive Board shall provide recommendations as to whom the President shall appoint. Board Positions are as follows: Area Representative, Secretary, Treasurer, Vice-President, President-Elect and then President. Due to the complexity of the associated duties, it is permissible that the Treasurer and Secretary chose to remain in their respective positions.

President - The President shall preside at all membership and Executive Board meetings and shall be the Executive Director of the Association. The President may appoint, at his option, advisors to assist him in carrying on the work of his office, and appoint members to committees (except the auditing committee).

President-Elect - The President-Elect shall serve as First Vice President to the President of the Association. When the President-Elect has completed his term as President-Elect, he/she shall automatically become President of the

Association. If the office of the President should become vacant between elections, the President-Elect shall preside, or present or shall fill the vacancy. In the event the President-Elect fills the vacancy of the office of the President between elections, the President-Elect shall retain the chairmanship of the Program Committee and may remain in office the following term as President for which that person was elected, upon approval of the Nominating Committee. Anyone nominated for President-Elect must have served at least one term in another board position.

The Vice – President - The Vice-President shall serve in accordance with the wishes of the President. The Vice-President shall be Chairman of the Committee on Professionalism. If the President and President-Elect should both be absent, or if the offices of both the President and President-Elect become vacant between elections, the Vice-President shall preside, or shall fill the vacancy of the President. If the Vice-President fills the vacancy of the Presidency between elections, then the Executive Board shall appoint a person to fill the position of President-Elect Vice-President until the next general meeting. If the office of the President-Elect becomes vacant between elections due to the succession to the Presidency, the Vice-President shall fill the vacancy of the President Elect. The Secretary shall be the recording officer of the assembly and the custodian of its records except those records specifically assigned to others.

Secretary - The Secretary shall: keep a record of all proceedings of the Association, called the minutes; keep on file all committee reports; keep the Association's official membership roll; call the roll when required; make the minutes and records available to members on reasonable request; notify officers, committee members and delegates of their election or appointment; furnish committees with whatever documents are required for the performance of their duties; have on hand at each meeting a list of all existing committees and their members; sign all certified copies of acts of the Association unless otherwise stipulated by the Constitution and its Bylaws; maintain record books in which the Bylaws, special rules of order, standing rules and minutes are entered with any amendments to these documents properly recorded, and have current records books on hand; send out to the membership a notice of each meeting known as the "call" of the meeting; conduct the general correspondence of the organization, which is

not a function proper to other offices or to committees; prepare prior to each meeting, an order of business for the use of the President officer showing in their exact order under each heading all matters known in advance that are due to come up; and in the absence of the President, President-Elect, and Vice- President, call the meeting to order, and preside and call for the election of a chairman protemp immediately.

Treasurer- The Treasurer shall: have custody of the funds of the Association; deposit the funds in a bank designated by the Executive Board, and pay out such funds only on the order of the Association, the invoice/receipt being signed both by the President and the Treasurer; make a full financial report annually, or as requested by the President or the Executive Board; and maintain a ledger on each member's account of dues and conference fees. If the Treasurer shall be vacant, the President shall appoint an active member at large to fill the vacancy.

Area Representatives- The active members of the ADEM Emergency Management areas shall elect an active member of the Association to represent their respective area. The number of AEMA representatives will remain congruent with the number of ADEM areas. The Representatives shall be elected at the annual meeting by members of his respective area. The election may be held by secret ballot, if desired, an active member can only cast a vote for the representative of the state area in which the voter lives. An Area Representative shall live in the area for which he is chosen to represent. The Representative's term of office is for two years. The Area Representatives shall make up the Auditing Committee and shall provide representation for the area he was elected to serve at all Executive Board meetings. If in an event an Area Representative's position becomes vacant between elections, the Association's active members of the respective area shall call a special meeting for the purpose of electing an Area Representative to fill the vacancy by a simple majority vote of those members present. Except in cases of emergency, at least three (3) days' notice (either written or by telephone) of such a meeting shall be given.

SECTION 2: Election of Officers

Bi-annually at the annual meeting a Nominating Committee of three (3)

active members shall be appointed by the President. It shall be the duty of this Committee to nominate candidates for office (except for President and Area Representatives). Area Representatives shall be elected at this time. Before the election of officer's additional nominations from the floor shall be permitted. Area Representatives will be made known at this time.

SECTION 3: Beginning of Terms of Office

The terms of office of the newly elected officers shall begin immediately after the installation of officers (at the annual meeting) close of the conference by the retiring President.

SECTION 4: Holding Office

No member shall hold more than one office at a time. Upon recommendation of the Nominating Committee and approval of the general membership, an officer may serve a second two (2) year term. No member shall be eligible to serve more than two consecutive two-year terms in any one office. An exception may be made for the Treasurer, Secretary, ADEM representative and the area representative because of the nature of their respective offices.

SECTION 5: Impeachment of Officer

Any officer may be removed from office for: continued, gross, or willful neglect of the duties of the office; failure or refusal to disclose to the membership necessary information on matters of Association business; unauthorized expenditures, signing of checks, or misuse of Association funds or materials; misrepresentation of the Association and its officers to outside persons; conviction of felony under the State or Federal laws; and membership in subversive organizations. Before removal, an officer must receive a written copy of the charges against him, must be given a reasonable time to prepare his defense, and must be given a fair hearing before a special meeting of the membership, with opportunity to refute the charges and to question witnesses himself or through counsel. A two-thirds (2/3) vote, by secret ballot, of the active members present at the hearing is necessary to confirm removal.

SECTION 6: Vacancies

A vacancy in any office, except area representative (see Art. 3, Section I, Area Representatives) due to death, resignation, impeachment, disqualification, or any other reason not previously mentioned may be filled by appointment by the Executive Board (until the next regular election). Recommendations may be made to the Executive Board by the President.

SECTION 7: Voting

Action by Written Ballot

Any action that may be taken at any annual, regular, or special meeting of the full Membership may be taken without a member in good standing who wishes to vote being there in person if the Association delivers a written or electronic ballot to every Member entitled to vote on the matter. The written or electronic ballot shall set forth each proposed action and provide an opportunity to vote. All solicitations for votes by written or electronic ballot shall: (1) indicate specifically what is being voted upon; and (2) specify the time by which a ballot must be received by the Corporation in order to be counted.

Action by Proxies

Each Member entitled to vote at a meeting of the full Membership may authorize another person to act for such Member by proxy, but no such proxy shall be voted or acted upon after that specific election / vote as the proxy must be accompanied by a limited date of durability. A duly executed proxy shall be revocable. A Member may revoke any proxy by attending the meeting and voting in person or by filing with the Secretary of the corporation an instrument in writing revoking the proxy or another duly executed proxy bearing a later date. Proxies shall be dated and shall be filed with the records of the meeting.

ARTICLE V Meetings

SECTION 1: Annual Meetings

The annual meeting of the Association shall be held according to the time and place established by the Executive Board.

SECTION 2: Annual Meeting Purpose

Annual Meeting Purpose The annual meeting shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

SECTION 3: Special Meetings

Special meetings can be called by the President or by the Executive Board, or shall be called upon the written request of at least ten (10) members of the Association. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three (3) days' notice (either written or by telephone) shall be given.

ARTICLE VI Executive Board

SECTION 1: Executive Board

The Executive Board shall be composed of the Association's Officers, The President, President-elect, Vice-President, Treasurer, Secretary, Historian, and duly elected Area Representatives. Advisory members may include: Chief Executive Officer (City/County), Sheriff, Police Chief, Local EMA, State Police, EMT/Health/Medical personnel, Fire Chief, News Media, State DEM Staff member, and any other related profession deemed necessary for the successful operation of the Association.

SECTION 2: Board Duties

The Executive Board shall have general supervision of the affairs of the Association between its business meetings, fix the hour and place of meetings, make recommendations to the Association, and shall perform such other duties are specified by this Constitution and its Bylaws. The Board shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association. The President shall not cast a

vote at the Executive Board meetings concerning Board business, except to break a tie. All members of the executive board will be allowed to cast a vote on matters that require a vote be taken.

SECTION 3: Board Meetings

Unless otherwise ordered by the Board, regular meetings of the Board shall be held at least quarterly; the time and place to be fixed by the President (with the approval of the Executive Board). Special meetings of the Board can be called by the President or shall be called upon the written request of at least three (3) members of the Board. Except in case of an emergency, at least three (3) days' notice (either written or by telephone) shall be given.

ARTICLE VII Committees

SECTION 1: Auditing Committee

An Auditing Committee shall be composed of the ADEM Area Representatives, whose duty it shall be to audit the Treasurer's accounts at the close of the fiscal year and to report at the annual meeting. From the ADEM Area Representatives, the President will appoint a chairman.

SECTION 2: Special Committees

If the President, in the interest of the Association, established special committees, notification of such appointments must be made to the membership.

ARTICLE IX Parliamentary Authority

The rules contained in the current edition of "Robert's Rules of Order, Newly Revised" shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with this Constitution and its Bylaws and any special rules of order the Association may adopt.

ARTICLE X BILL of RIGHTS

SECTION 1: Equal Right and Privileges

Every active member has rights equal to every other active member. These rights include the right to receive notices, attend meetings, nominate, take part in discussion, vote, and to exercise all the rights and privileges granted by the Association to its members.

Every member has the right to meet with other members and to express his views, arguments, and opinions in candidates and proposals.

SECTION 2: Dues, Fees, and Assessments

Every member has the right to protection against increases in the rates of dues by utilizing proper voting procedures.

SECTION 3: Safeguards from Improper Disciplinary Action

Every member has the right to protection against arbitrary or unfair disciplinary action such as suspension or expulsion, except for non-payment of dues, as prescribed in Article II, Section 6: Discipline and Expulsion of Members.

SECTION 4: The Right to Information

Every member has the right to information concerning the rules, actions, and other matters affecting the membership of this Association. The Association shall keep its members informed on the Constitution and its Bylaws, rules of order, special rules of order, and standing rules; make available to its members the minutes and financial reports, also permitting any member who has just cause to examine any books, records, and accounts necessary to verify the report; provide any member upon request with an updated list of membership; and make available to each member an up-to-date copy of the Constitution and Bylaws adopted by the Association.

SECTION 5: Challenging an Election

Any member may challenge an election for irregularities that could have affected the outcome of the election.

ARTICLE XI AMENDMENTS

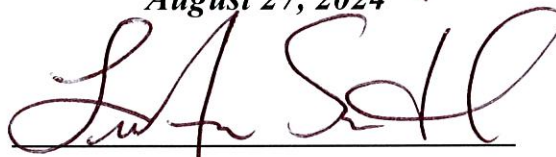
This Constitution and its Bylaws can be amended or revised at any regular meeting of the Association by a two-thirds (2/3) vote of active members present, provided the amendment or revision has been submitted in writing at the previous regular meeting or mailed to be received by the membership at least fifteen (15) days in advance of the meeting at which they will be voted upon.

ARTICLE XII

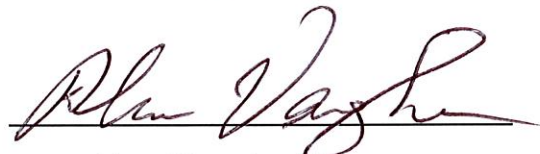
IMPLEMENTATION OF THIS CONSTITUTION AND BYLAWS

This Constitution and Bylaws of the Arkansas Emergency Management Association, as amended, supersedes all previous Constitutions and Bylaws, and is hereby accepted and approved for implementation by the Association at Midnight as of this date.

August 27, 2024

A handwritten signature in dark ink, appearing to read "LeeAnn Smith", written over a horizontal line.

LeeAnn Smith, President

A handwritten signature in dark ink, appearing to read "Alan Vaughn", written over a horizontal line.

Alan Vaughn, Secretary