

# Emergency Management Association of Georgia, Inc.

## Bylaws



Incorporated June 10, 1986  
Accepted as true and correct by the  
Executive Committee May 30, 2007

## **Article I**

### **Name and Territorial Limits**

#### **Section 1**

- a. The name of this organization is the Emergency Management Association of Georgia, Incorporated.
- b. The Emergency Management Association of Georgia shall be a § 501(c)(3) nonprofit organization.
- c. The Emergency Management Association of Georgia was incorporated on June 10, 1986.

#### **Section 2**

The territorial limits shall be divided into geographical areas to coincide with those designated by the State of Georgia Office of Homeland Security, Georgia Emergency Management Agency.

## **Article II**

### **Purpose**

#### **Section 1** The purpose of this Association shall be:

- a. To coordinate the efforts of its members in a common endeavor to protect the lives and property of persons against enemy action, natural or man-made disasters.
- b. To serve as a clearing house for ideas, suggestions and courses of action between members.
- c. To coordinate the efforts and plans of its member organizations with other organizations having to do with emergency management.
- d. To promote public interest in emergency management.
- e. To promote professionalism in emergency management.
- f. To promote camaraderie among persons involved in emergency management activities.
- g. To serve as Advisory Council to the Georgia Emergency Management Agency.

## **Article III**

### **Membership**

#### **Section 1 Active / Voting Membership**

Active voting membership shall be limited to local and state government and Civil Defense/ Emergency Management Agency personnel.

#### **Section 2 Separate City and County Membership**

In those counties in which there are one or more incorporated municipalities having an active Civil Defense/Emergency Management organization, the key person in those organizations shall be granted separate active membership in this Association upon payment of dues as prescribed in Article V.

#### **Section 3 Associate Membership**

Any individual, corporation, club society, civic, veteran, or fraternal organization actively interested in emergency management shall be granted Associate Membership in this Association upon application duly approved by the local sponsoring Civil Defense/ Emergency Management Director, and upon payment of membership dues as prescribed in Article V. Associate members may enjoy all rights and privileges of membership, except, that they shall have **no** vote and hold **no** office in this Association.

#### **Section 4 Honorary Life Membership**

An honorary life membership may be given to those persons, actively engaged in Civil Defense/Emergency Management, for outstanding contributions to the advancement of the emergency management program. Nominees will be presented by the Awards Committee and approved by the Executive Committee.

#### **Section 5 Honorary Membership**

An honorary membership may be bestowed upon those persons, not actively engaged in Civil Defense/Emergency Management, for their outstanding contributions to the advancement of the emergency management program. Nominees will be presented by the Awards Committee and approved by the Executive Committee.

## **Article IV**

### **Voting Rights**

**Section 1** The right to vote in any annual or special called business meeting of the association shall be vested in active, present, registered, qualified members (except as in Section 2 below) of the Emergency Management Association of Georgia as provided under the provisions in Article III and Article V.

**Section 2** Absentee ballots are permitted. Official, numbered absentee ballots shall be mailed out by the Secretary during regular pre-conference mail outs. Absentee ballots shall be submitted to the respective Area Chairperson for verification and presented to the Executive Committee for majority approval. All absentee ballots must be received by the Area Chairperson prior to adjournment of the meeting, the day before election (see article VIII, Section 1).

**Section 3** No individual shall cast more than one vote on a question or issue.

**Section 4** No “proxies” or “alternates” shall be tallied.

## **Article V**

### **Membership Dues**

#### **Section 1 Active Members**

The annual dues for active members shall be as prescribed by the Association with the following limits:

##### Annual Dues

Minimum annual dues shall be ~~\$25.00~~ \$50.00 per organization (includes one individual, the Director or other qualified person) plus ~~\$5.00~~ \$10.00 per each additional member of that organization who is authorized to be a member of this Association, as provided for by Article III, Section 1.

#### **Section 2 Associate Members**

Annual dues for Associate Members shall be as prescribed by the Association, but not

less than \$25.00.

### **Section 3      Honorary Membership**

- a. Honorary Life Members shall pay no annual dues.
- b. Annual dues for Honorary Members shall be prescribed by the Association, but not less than \$10.00

### **Section 4      Corporate Membership**

- a. Corporate Membership: 1-50 Employees, shall pay \$100.00
- b. Corporate Membership: 50-250 Employees shall pay \$250.00

**Section 5**      Period covered by the annual dues is one calendar year from initial membership. Renewal shall be remitted to the Secretary within 30 days from the receipt of renewal notice.

## **Article VI**

### **Officers**

**Section 1**      The officers of the Association shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President, and Area Chairpersons for each operational area of the Association.

Presidential Appointed Officers of the Association are the Chaplain, Parliamentarian, Legislative Chairperson, Historian and the Sergeant of Arms.

**Section 2**      The above officers (except those appointed) shall be installed at the annual meeting of the Association, and assume responsibilities and duties immediately following the annual meeting. The term of office for an Area Chair and Co-Chair or appointed officer shall be one year and continue through the adjournment of the next annual meeting. The President, First Vice, Second Vice, Secretary and Treasurer shall be elected to terms of two years beginning in November 2006 and every even numbered year thereafter.

**Section 3**      No person shall hold elective office (President, First Vice President,

Second Vice President, Area Chairperson) unless he or she is a Director, Deputy Director or staff member of a municipal or county Civil Defense/ Emergency Management organization with at least two (2) years of service in such capacity, and:

- i. Has been a member of this Association for at least two (2) years immediately preceding his or her term of office.
- ii. Is currently a member in good standing.
- iii. Has the endorsement from their chief elected official and Director.
- iv. Area Chairperson, if not Director or Deputy Director, has the endorsement from his/ her immediate supervisor.

**Section 4** No person shall simultaneously hold two elective offices.

**Section 5** Should a vacancy occur in the office of President, the First Vice President shall succeed to the office of President to serve the unexpired term.

**Section 6** Should a vacancy occur in the office of First Vice President, the Second Vice President shall succeed to the office of First Vice President to serve the unexpired term.

**Section 7** Should a vacancy occur in the office of Second Vice President, the Executive Committee shall hold a called meeting and they shall appoint a successor to serve the unexpired term.

**Section 8** Should the Secretary and or Treasurer Office become vacant, the President shall appoint a successor for the unexpired term with the concurrence of a majority of the Executive Committee.

**Section 9** Should a vacancy occur in the office of the Immediate Past President, the next most immediate Past President willing and able to serve, shall be appointed by the President to serve the unexpired term.

**Section 10** Should a vacancy occur in the office of Area Chairperson, the Alternate Area Chairperson would serve the unexpired term. And a new Alternate Chairperson shall be elected from the area.

**Section 11 Removal from Office**

By a two thirds (2/3) vote of the Executive Committee, an elected or appointed officer may be removed from office for cause. Before the proceedings become final, the officer shall be notified of the charges in writing. The officer will be afforded fifteen (15) days after receipt of said charge(s) to reply to the allegation to the Executive Committee either with or without legal counsel of his own selection.

## **Article VII**

### **Duties of Officers**

#### **Section 1      President**

The President shall preside at the meetings of the Association and the meetings of the Executive Committee; shall authorize expenditures within the budget appropriations approved by the Executive Committee; shall present the Executive Committee with proposed programs and expenditures outlined for the year; and perform all of the duties usually performed by presidents of like associations. The President will serve as President of Emergency Management Association of Georgia, Inc.

#### **Section 2      Vice Presidents**

The First Vice President shall perform all duties of the President in the President's absence or disability. In addition, the First Vice President is responsible for program preparation for general membership meetings and will serve on the Board of Directors of the Emergency Management Association of Georgia, Inc.

The Second Vice President shall perform duties as required by the President, with particular attention directed toward membership. The Second Vice President shall Chair the Awards Committee and serve on the Board of Directors of the Emergency Management Association of Georgia, Inc.

#### **Section 3      Secretary**

The Secretary shall: keep the minutes of all meetings of the Association and of the Executive Committee Meetings; publish the minutes,; provide each member, as applicable, a copy of said minutes prior to the next annual meeting; and, maintain permanent records. The permanent record shall be transferred to any newly elected or appointed Secretary no later than thirty (30) days after the close of the annual meeting. Copies of the permanent record will be provided to the Historian. The Secretary also serves as such on the Board of Directors of the corporation and keeps the minutes of the Board.

Also, the Secretary shall: issue statement of dues; keep a record of the membership and dues collected; collect dues; and, issue membership certificates and cards to paid up

members and notify delinquent members. The Association will pay all expenses incurred by the Secretary during the performance of said duties.

#### **Section 4 Treasurer**

The Treasurer shall keep accurate records of monies received or expended by the Association and shall disburse funds of the Association with approval of the President. Any financial revenue and disbursements shall be limited to Association functions. The Association shall pay all expenses incurred by the Treasurer during the performance of said duties. The Treasurer also serves as such on the Board of Directors of the corporation and reports the finances of the corporation.

The financial records shall be audited by the Audit Committee not earlier than thirty (30) days prior to the annual meeting. All members of the Executive Committee will be furnished a copy of the audit results. All monies and financial records will be closed out and forwarded to the new officers on or before January 1<sup>st</sup> of each year.

#### **Section 5 Immediate Past President**

The Immediate Past President shall act as an advisor to the Executive Committee and serve on the Executive Committee.

#### **Section 6 Area Chairperson**

The Area Chairperson shall act as a liaison between the Association and their respective areas. Each shall serve as the representative of the members of the Association within their area when attending the Executive Committee meetings and act on behalf of the Association in matters pertaining to their area. The Alternate Area Chairperson shall serve as the representative of the members of that area in the absence of the Area Chairperson.

#### **Section 7 Chaplain**

The Chaplain is appointed by the President to minister to this Association and to perform religious functions at meetings and in public assemblies. The Chaplain is on call to the membership of the Association whenever needed.

#### **Section 8 Sergeant of Arms**

The Sergeant of Arms is appointed by the President to ensure that security is maintained during meetings and that no unauthorized person(s) are allowed into meeting areas, to ensure that only members vote and to assist in counting votes, and calls members into the meeting at the request of the President.

#### **Section 9 Parliamentarian**

The Parliamentarian is appointed by the President to serve as advisor on matters pertaining to the Rules of Order invoked at the Annual Meetings.

#### **Section 10     Historian**

The Historian is appointed by the President to keep and archive the records of the Officers, meetings, and events of the Association during each year.

#### **Section 11     Legislative Chairperson**

The Legislative Chairperson is appointed by the President to ensure that the Association is kept up to date with laws that could affect the Emergency Management professions. To suggest courses of action needed by EMAG to accomplish goals that have to go before our state legislature.

### **Article VIII**

#### **Election of Officers**

##### **Section 1     Nominating Committee**

The Nominating Committee, consisting of one representative from each area of the Association, determines qualifications and eligibility of candidates. Area Chairpersons are eligible to appointment to this committee, but no other Association officers shall be appointed. A slate of all candidates found to be eligible members in good standing and who have the endorsement of the Chief Elected Official and Director will be posted on the Association website at [www.emagonline.com](http://www.emagonline.com) not later than thirty (30) days prior to the Annual Meeting. A request for a hard copy of the slate candidates may also be made to the Secretary at any time.

**Section 2**     Any person seeking office shall submit a letter to the Nominating Committee, not later than sixty (60) days prior to the annual meeting, of their intent to seek office and the office they seek. This letter shall be accompanied by a letter of endorsement from their Chief Elected Official and Director. No candidate will be considered without a statement from their immediate supervisor as to their availability to serve.

**Section 3**     The President, First Vice President, Second Vice President, Secretary and the Treasurer shall be elected at the annual meeting from those candidates reported by the Nominating Committee as being eligible and qualified. Nominations from the floor will be permitted and qualifying letters of endorsement will be presented at that time.

##### **Section 4     Election Committee**

The Election Committee, as appointed by the President, composed of one member from each area, who is not a candidate, shall conduct the voting, tallying, and verification of vote during the election. Area Chairpersons are eligible for appointment to this committee, but no other Association Officer shall be appointed.

**Section 5** The vote shall be taken by written ballot or a show of hands. A majority of votes cast shall be required for election to each office.

**Section 6 Treasurer**

The person elected as Treasurer shall be bondable. The Emergency Management Association of Georgia, Inc. will secure bonding, at its expense, for the Treasurer.

**Section 7 Area Chairperson**

The Area Chairperson and Alternate Chairperson shall be elected by the voting delegates of their respective area at an area meeting conducted as a part of the annual meeting and confirmed by the general membership. The outgoing Area Chairperson or other representative from that area will inform the Nominating Committee without delay the name of the incoming Area Chairperson and the Alternate Chairperson.

**Section 8 Immediate Past President**

The person holding the office of President at the time of election shall be designated the Immediate Past President for the ensuing year, and the term of office shall expire as set forth in Article VI, Section 2.

## **Article IX**

### **Executive Committee**

**Section 1** The Executive Committee shall consist of the elected officers of the Association, the Chaplain and Legislative Chairperson.

**Section 2** The newly elected Executive Committee shall meet to determine the Association Policy and objectives not later than January 15<sup>th</sup> to act on the President's agenda.

**Section 3 Regular Meeting**

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

#### **Section 4 Special Meetings**

Upon 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 as necessitated the meeting shall be conducted. No special meeting will be conducted without notification five (5) days in advance.

**Section 5** At a meeting of the Executive Committee, a majority of the elected officers on the committee shall constitute a quorum.

### **Article X**

#### **Committees**

**Section 1** There shall be three types of committees in the Association appointed by the President as follows:

**A. Standing Committees**

1. Audit Committee
2. Site Committee
3. Awards Committee
4. Nominations / Elections Committee
5. By-Laws Committee
6. Legislative Committee
7. Newsletter Committee

**B. Special Committees**

Special Committees shall be appointed by the President to carry out the programs of the Association that will best serve the interest of the Association. The duties of each Special Committee shall be defined at the time of its appointment.

**C. Ad Hoc Committees**

Ad Hoc Committees may be formed at any time for special purposes or assignment. They will cease to function when their special task is completed.

## **Article XI**

### **Meeting**

#### **Section 1 Annual Meeting**

This Association shall meet annually each November.

#### **Section 2 Site Committee**

The Site Committee shall recommend at least two (2) locations for the annual meeting one (1) year in advance, after examination of proposals submitted by cities or towns desiring to be the site for the conference. The location receiving a majority of the votes cast by the assembly shall be designated as the location for the next annual meeting.

#### **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 special purpose which shall be stated in the meeting notice and which shall, when possible, be announced at least thirty (30) days prior to the meeting.

#### **Section 4 Quorum**

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

#### **Section 5 Special Funding**

Transportation, food and lodging shall be funded for the President to visit each Area Meeting once during the year; any state or federal meetings; and meetings of like associations for the purpose of conducting Association business. Reimbursement will be made to the President upon presentation of expense receipts.

Expenditures over \$500.00 from the General Fund will be approved by the Executive Committee and details brought to the attention of the general membership in the next newsletter.

## **Section 6      Memorial Service**

A memorial service will be conducted, during the banquet, at the annual meeting in November, in honor and memory of those members who contributed so much to this Association. Their dedication, loyalty and service to their communities and to the EMAG members will be remembered at this time.

## **Article XII**

### **Fiscal Year**

**Section 1**      The fiscal year for this Association shall extend from the adjournment date of one (1) annual meeting through the adjournment date of the following annual meeting.

## **Article XIII**

### **Parliamentary Authority**

**Section 1**      Roberts “Rules of Order” shall be the parliamentary authority for all matters of procedure *not specifically* covered by the Bylaws of the Association.

**Section 2**      The President shall appoint a Parliamentarian to advise the President at the annual meeting.

## **Article XIV**

### **Association Historian**

**Section 1**      An Association Historian shall be appointed by the President and is responsible for keeping the important events of the Association, annual meeting events, major accomplishments from committees, pictures, (records of) deceased EMAG members, retiring EMAG members, Life membership awards and other awards, and officers for each year and other information for the association to remember (to serve as the archivist).

## **Article XV**

### **Disclaimer of Endorsements**

**Section 1** 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 XVI**

### **Miscellaneous**

#### **Section 1 Definitions**

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

“Will” and “Shall” is mandatory, and  
“May” is permissive.

#### **Section 2 Validity**

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

## **Article XVII**

### **Amendments**

**Section 1** These By-Laws may be amended by two thirds (2/3) vote of the active, present and registered members at the annual meeting of the Association, provided that notice of any such proposed amendment shall be posted on the Association website at [www.emagonline.com](http://www.emagonline.com) for at least thirty (30) days in advance of said meeting. A request for hard copy may be made to the Association Secretary at any time. Proposed amendment changes must be submitted to the By-Laws Committee at least sixty (60) days in advance of the annual meeting.

## **Article XVIII**

### **Revocation**

**Section 1** These By-Laws supersede the Constitution and By-Laws amended on November 6, 2001 at the annual conference in Macon, Georgia.

## **Article XIX**

### **Effective Date**

**Section 1** These By-Laws will take effect the day following adjournment of the Association meeting at which they were adopted.

**Adopted:** \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_

**Annual Meeting:** \_\_\_\_\_ **County** \_\_\_\_\_, **Georgia**

**President:** \_\_\_\_\_

The proposals of the 2005 Bylaws Committee are as follows:

Proposed change #1:

*Propose to change language that reads "emergency management" to read "emergency management" in all places, mentioned in the by laws.*

Proposed change #2:

*Propose to change Article VI, Section 2 that elected officers (President, First Vice, Second Vice, Secretary and Treasurer) to be elected to terms of 2 years in duration.*