



# **CONSTITUTION AND BY-LAWS**

## **Washington State Emergency Management Association**

**September 2010**

**Revised September 21, 2010**

**ADOPTED**

Bremerton, Washington  
September 24, 1970

**AMENDED**

Seattle, Washington  
April 15, 1971

Blaine, Washington  
October 20, 1998

Port Angeles, Washington  
September 27, 1974

Ocean Shores, Washington  
September 22, 2004

Wenatchee, Washington  
March 28, 1981

Spokane, Washington  
September 18, 2007

Vancouver, Washington  
October 1, 1981

Kennewick, Washington  
September 21, 2010

Pasco, Washington  
May 6, 1983

Port Angeles, Washington  
October 6, 1983

Rosario, Washington  
June 6, 1986

Chelan, Washington  
May 1, 1987

Tacoma, Washington  
November 16, 1990

Bellevue, Washington  
October 27, 1992

Chelan, Washington  
October 8, 1993

Wenatchee, Washington  
March 15, 1994

Pasco, Washington  
September 27, 1995

Ocean Shores, Washington  
September 13, 1996

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# WASHINGTON STATE EMERGENCY MANAGEMENT ASSOCIATION

## CONSTITUTION

### ARTICLE I - NAME

The name of this non-profit organization shall be the **Washington State Emergency Management Association**, hereinafter referred to as the **Association**.

### ARTICLE II - PURPOSE

The purpose of the Association shall be to promote emergency preparedness throughout the State of Washington. To accomplish this, the Association shall endeavor to:

- Enhance emergency public education.
- Encourage emergency planning and preparedness.
- Provide training and professional development.
- Improve coordination and communication in the emergency response community.

### ARTICLE III - MEMBERSHIP

**ACTIVE:** All individuals professionally engaged in the emergency management field in the State of Washington in local, state, and/or federal government, or in the private sector, business and industry shall be eligible for Active Membership. Each active Member shall have one vote.

**EXCEPTION:** When any issue, as determined by a majority vote of the Executive Board would impact primarily on recognized R.C.W. 38.52 local emergency management organizations, only those Active Members professionally engaged by R.C.W. 38.52 local emergency management organizations may vote on the issue.

**ASSOCIATE:** Associate Membership may be extended to others with an interest in emergency management under provisions of Article 1 of the Association By-Laws.

## **ARTICLE IV - OFFICERS**

The elected officers of the Association shall be a President, a President Elect, a Treasurer, one (1) East Side Representative and one (1) West Side Representative, representing recognized R.C.W. 38.52 local emergency management organizations for their respective geographical area (Eastern and Western Washington); Treasurer, and two Members-at-Large, one (1) representing other local, state, and or federal sector emergency management organizations; and one (1) representing the private sector business and industry. Only Active Members may hold elected office in the Association.

The President, President Elect, East Side Representative, West Side Representative, shall be an Active WSEMA member and professionally engaged by a recognized R.C.W. 38.52 local emergency management organization for the previous two years.

The Treasurer, two members at large shall have been an active member of WSEMA and shall have been professionally engaged in the emergency management field for the previous two years.

To be elected or appointed to an office, an active member shall meet the following requirements:

- A. Maintain active membership in the Association
- B. Maintain all qualifying requirements of office

The President may appoint a Secretary and a Sergeant-At-Arms/Parliamentarian. Appointed officers shall not have a vote on the Executive Board.

## **ARTICLE V - EXECUTIVE BOARD**

The elected officers of the Association, together with the Immediate Past President, shall constitute the Executive Board. The Executive Board shall formulate the policies, the annual budget and the goals of the Association. The Executive Board shall establish representatives and ad hoc committees on a case-by-case basis to further the purposes of the Association.

## **ARTICLE VI - MEETINGS**

The Association shall hold one annual business meeting and conference to conduct association business and appropriate professional development training.

The Executive Board shall meet quarterly or as often as needed in order to conduct association business.

The Executive Board may call special meetings of the Association by request of four (4) Executive Board members. Special meetings may take place three (3) working days after the notification to the membership.

A conference call is considered an appropriate means for conducting the business of the Executive Board.

## **ARTICLE VII - DISCLAIMER OF ENDORSEMENTS**

No individual member or group of members of the Association shall have the authority to endorse or recommend any product or service in the name of the Association. No individual member or group of members shall have the authority to endorse or recommend any candidate for partisan political office in the name of the Association.

## **ARTICLE VIII - AMENDMENTS**

This Constitution may be amended by a two-thirds vote of the voting membership present at a regular or special meeting of the Association, provided a copy of such proposed amendment(s) shall be given in writing at least thirty (30) days in advance of such meeting, and attached to the written notice for that meeting.

## **ARTICLE IX - REVOCATION OF FORMER CONSTITUTION**

This Constitution, adopted on the 21st of September, 2010 as amended, shall supersede the Constitution adopted at the General Meeting of the Association in Spokane, Washington on September 18, 2007.

## **ARTICLE X - EFFECTIVE DATE**

This Constitution will take effect on the day following adjournment of the meeting at which it was adopted.

# WASHINGTON STATE EMERGENCY MANAGEMENT ASSOCIATION

## BY-LAWS

### ARTICLE I - MEMBERSHIP

#### Section 1 - Active Membership

Active membership shall be as outlined in Article III of the Constitution.

#### Section 2 - Associate Membership

Associate memberships shall be extended to any person who is involved or interested, but not professionally engaged in emergency management. Associate members may serve as ex-officio members of committees but may not hold office. Associate members do not have voting privileges.

### ARTICLE II - VOTING PRIVILEGES

Only Active Members may vote on matters before the Association. Each Active Member shall have one (1) vote for election of officers and for all issues before the Association.

**Exception:** When any issue, as determined by a majority vote of the Executive Board would impact primarily on recognized R.C.W. 38.52 local emergency management organizations, only those Active Members professionally engaged by R.C.W. 38.52 local emergency management organizations may vote on the issue.

**Mail Ballot:** When the Association is proposing a Constitution or By-Law change, a ballot shall be mailed along with the proposed change. In the event the Active Member is unable to be in attendance at the Association meeting, the Active Member may vote by returning their ballot to the Association President five (5) working days prior to the Association meeting.

For all other voting issues before the Association, the Active Member must be in attendance at the Association Meeting in order to vote.

## **ARTICLE III - OFFICERS - DUTIES**

### **Section 1: President**

The President shall preside at all meetings of the Association and the Executive Board. The President shall be responsible for keeping the Association informed of the activities of the President's office, and shall furnish reports informing Association members of the activities of the President's office at each business meeting.

### **Section 2: President Elect**

In the absence of the President, the President Elect shall perform the duties of the President.

### **Section 3: Treasurer**

The Treasurer shall be the custodian of the funds of the Association, which shall be deposited in a bank approved by the Executive Board. Funds shall be expended in accordance with the approved fiscal policies of the Association. The Treasurer shall maintain an itemized account of expenditures, file vouchers of all payments, and present a full report at each regular business meeting of the Association. Executive Board shall annually audit the accounting of the monies and property of the Association.

### **Section 4: Secretary**

The Secretary shall keep the minutes of the meetings of the Association and of the meetings of the Executive Board. The Secretary shall be responsible for safeguarding the records of the Association, and shall act as its historian. The Secretary shall perform such other duties as the President may direct.

### **Section 5: East and West Side Representatives**

The East and West Side Representatives shall represent the interests of recognized R.C.W. 38.52 local jurisdictions for their respective geographical area (Eastern Washington and Western Washington) in Association business.

### **Section 6: Sergeant-at-Arms/Parliamentarian**

The Sergeant-at-Arms may be appointed by the President for each Association meeting and shall maintain order during all conferences and meetings, and perform such other duties as the President may direct.

The Sergeant-at-Arms shall also act as Parliamentarian and insure that all business follows the established parliamentary procedures of Robert's Rules of Order and rule on all parliamentary matters referred to the Sergeant-at-Arms by the President or from any active member from the floor.

### **Section 7: Member-at-Large: Public Sector**

The Public Sector Member-at-Large shall represent the interests of local, state, and/or federal public sector members (other than those represented by the East Side and West Side representatives), in Association business.

**Section 8: Member-at-Large: Private Sector**

The Private Sector Member-at-Large shall represent the interests of the private sector, business and industry in Association business.

**ARTICLE IV - TERMS OF OFFICE**

The term of office for the President, President Elect shall be one year. The President Elect shall move into the President's position at the end of the one-year term of office held by the President. Note: This is a two-year line of succession.

The President, President Elect shall not succeed themselves in their respective offices unless by mutual agreement of the officers and by election of the membership, the President and President Elect are elected to serve two consecutive terms.

The East and West Side Representatives shall be elected every odd year to serve a two-year term of office and the Treasurer, Public Sector Member-at Large, and Private Sector Member-at-Large shall be elected every even year to serve a two-year term.

Terms of office shall start at the beginning of the month following elections.

**ARTICLE V - ELECTIONS**

A secret written ballot shall be required in all elections where two (2) or more candidates are nominated. A majority of the votes cast shall be necessary to elect.

The Executive Board shall recommend the names of candidates considered qualified for the offices of Treasurer, East Side Representative and West Side Representative, and Public Sector Member-at-Large and Private Sector Member-at-Large. In addition to the recommendations of the Executive Board, a call will be made for nominations from the floor. Each office shall be voted on separately.

The President Elect shall automatically fill the office of President upon the end of their one year term.

If no candidate receives a majority vote on the first ballot, votes shall be cast on a second ballot listing the names of the two (2) candidates receiving the highest number of votes on the first ballot.

In the event of a tie, when such would affect the final election, a second ballot shall be taken. If a tie shall still exist, the election shall be decided by the two (2) candidates for that office drawing lots.

## **ARTICLE VI - APPOINTMENTS**

The President may appoint a Secretary and a Sergeant-at-Arms/Parliamentarian. The Executive Board may appoint individual representatives and establish ad hoc committees on a case-by-case basis to further the purposes of the Association. Members appointed to represent the association on local, state and federal committees and organizations shall serve for at least one year or if in the best interest of the Association for a longer period to be reconfirmed at the first Executive Board meeting of each calendar year.

## **ARTICLE VII - VACANCIES**

When a vacancy occurs in an elected office, for a reason other than the expiration of the term of the incumbent officer, the vacancy will be filled in the following manner:

- A. President - the President Elect shall assume the office of the President.
- B. The Executive Board may appoint a member to fill the vacancy of any other elected office, until the next election in accordance with the Constitution and By-Laws of the Association.

Whenever a vacancy occurs in an appointed office, the President may appoint a member to fill the vacancy in accordance with the Constitution and By-Laws of the Association.

## **ARTICLE VIII - REMOVALS**

An elected officer may be removed for cause by a majority vote of the Executive Board, provided said officer is accorded all the legal rights and privileges available to citizens of the United States, including right to counsel, to reply to the charges and to testify in said officer's own behalf before the Executive Board.

The Executive Board may, upon written notification to an appointed officer stating specific reasons for such action, remove said appointed officer and fill the vacancy as set forth in the Association By-Laws.

## **ARTICLE IX - COMMITTEES**

The Executive Board shall establish committees, or representatives of the Association, on a case-by-case basis for the purposes of the Association, the appointments to which serve at the pleasure of the Executive Board.

In order to improve efficiency and continuity, the Association establishes the following as standing committees:

1. Membership Committee
2. Bylaws Committee
3. Conference and Professional Development Committee
4. Strategic Planning Committee
5. Legislative Committee

## **ARTICLE X - QUORUM**

At the meetings of the Executive Board, four (4) members, including the President or the President Elect, shall constitute a quorum.

At all duly called meetings of the Association, a simple majority of the eligible active members registered at the meeting shall constitute a quorum.

## **ARTICLE XI - DUES AND FEES**

The Executive Board shall recommend membership dues to the membership for inclusion in each year's annual budget. Increase in membership dues shall be made by the Executive Board and approved by the General Membership at the annual business meeting. Annual dues shall become due and payable by 31<sup>st</sup> of March. A tabulation of the status of dues payments of members shall be appended to the official announcement of the annual business meeting.

A member whose dues for that year remain unpaid by the annual business meeting shall be dropped from membership and lose all rights and privileges of the Association until their membership dues are paid in full.

The Executive Board may establish a registration fee for members and guests at business meetings to cover the costs of the meeting.

## ARTICLE XII - FISCAL PROCEDURES

The fiscal year of the Association shall be January 1 through December 31. A financial statement for the Association shall be developed and distributed by the Executive Board before the Annual Business Meeting.

A preliminary budget for the upcoming fiscal year shall be developed by the Treasurer following reconciliation of the annual conference finances, presented to the membership by e-mail and posted on the Association website. Members who wish to comment on the preliminary budget may provide their comments to an Executive Board member. At the first Executive Board meeting following development of the preliminary budget, the Executive Board shall approve and adopt the budget by vote. The budget format shall include the following:

- A description by each category of receipt or revenue and expenditures. Major categories shall be further described by line items with figures of each subordinate element of anticipated cost. These line items shall provide full details of all elements of the anticipated expenditures.
- A tabulation of all anticipated income including interest on savings, delinquent accounts and similar funds.
- A tabulation of previous year's budget data (where it is available) shall be listed for comparison of budgeted categories, line items, and actual expenditures.
- Narrative rationale for increases and decreases proposed in the budget.
- A description of reserve funds, their location and anticipated interest yield, if any.

The use of the Association funds for personal entertainment expenses at any Association meeting or for personal gifts is prohibited. Any unauthorized expenditures shall be the sole responsibility of the purchaser, who shall be billed for any such expenditure charged to the Association.

No travel is authorized without prior approval of the Executive Board. All travel requests must be submitted to the Executive Board for approval on the appropriate Travel Request Form. All claims for reimbursement must be submitted on the Claim Reimbursement Form with proper documentation of expenses. Forms may be procured from the Treasurer.

Travel expenses, authorized under the provisions outlined above, shall be limited to the following:

- Registration costs for attendance at meetings, conferences or conventions for a purpose beneficial to the Association. Registrations may include meals, which are part of the registration fee. Receipts and documentation are required.
- Actual cost of common carrier fares, taxi fares, bridge and ferry tolls or parking fees, in connection with Association business. The use of personal vehicles for travel may also be reimbursed at the rate paid by the State for actual mileage incurred. Receipts and documentation required.

- Reasonable expenses for overnight lodging and actual costs for meals may be reimbursed to the maximum paid by the State per day for such costs. Receipts and documentation are required.
- Advances for authorized major travel expenses are allowable with prior Executive Board approval.

Other expenses incurred in Association related business such as telephone, postage, and supplies are reimbursable subject to approval of the Executive Board. Receipts and documentation are required.

Unless approved by the Executive Board, all Association funds may only be disbursed by dual signatures of the President and Treasurer.

The Association Treasurer shall maintain the official financial records on all monies received, held, and disbursed by the Executive Board and the Association. The Treasurer shall keep records which tabulate expenditures identifying each disbursement of funds by its account number, amount, and date of disbursement, purpose and to whom disbursed.

### **ARTICLE XIII - MISCELLANEOUS**

“Shall” is mandatory, whereas “may” is permissive within the context of the By-Laws of the Association.

### **ARTICLE XIV - AMENDMENTS**

The By-Laws of the Association may be amended by a two-thirds (2/3) vote of the voting membership present at a duly called meeting of the Association, provided a copy of such proposed amendments shall be given in writing thirty (30) days in advance, and attached to the written notice for that meeting. In the event business of such an urgent nature needs to be brought before the Association that it cannot wait for a regularly scheduled Association meeting and comply with the thirty (30) days advance written notice requirement, such business may be acted upon through the process of distributing a ballot by mail to each voting member of the Association. The ballot shall be marked “EMERGENCY BUSINESS”, and a time frame of six (6) days shall be designated for the ballot to be marked and returned to the Executive Board. The membership shall be notified of the results of the issue voted upon within a twenty (20) day period by the President of his/her designee.

### **ARTICLE XV - PARLIAMENTARY AUTHORITY**

The rules contained in Roberts’ Rules of Order, as amended, shall govern in all cases wherein they do not conflict with the rules of this organization.