

**WISCONSIN EMERGENCY MANAGEMENT
ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

As Proposed by the
Constitution and By-Laws Committee
February 9, 1982
Approved at the Board of Directors Meeting
On March 18, 1982
Approved by the General Membership
On August 17, 1982
Approved/Amended by the General Membership
On May 22, 1987
Approved/Amended by the General Membership
On May 24, 2000
Approved/Amended by the General Membership
On October 10, 2002
Approved/Amended by the General Membership
On February 24, 2005
Approved/Amended by the General Membership
On November 9, 2006
Approved/Amended by the General Membership
On October 29, 2008
Approved/Amended by the General Membership
On November 11, 2009
Approved/Amended by the General Membership
On March 7, 2013
Approved/Amended by the General Membership
On March 9, 2016

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ARTICLE I

IDENTITY AND SCOPE

The organization described in this instrument is the Wisconsin Emergency Management Association, Inc., a non-profit organization incorporated by and under the laws of the State of Wisconsin.

The organization shall consist of bona fide members of Emergency Management and related organizations within the boundaries of the State of Wisconsin, which may include, but is not limited to other individuals, and industrial, commercial, educational, and governmental organizations who support the objectives of Emergency Management.

ARTICLE II

MISSION

Section 1. The Wisconsin Emergency Management Association, Inc. has its

MISSION: To advocate, promote, and represent statewide emergency management interests in order to enhance the safety and security of all citizens.

Section 2. **Definitions**

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

- a. "Emergency Management" means all activities and measures undertaken to implement and maintain a coordinated, effective, and efficient emergency management system for mitigation of, preparedness for, response to, and recovery from the effects of manmade or natural emergencies and disasters.
- b. "Man-made or Natural Emergencies and Disasters" means, but is not limited to, the effects of conventional, nuclear, or biological attack, ; violent weather; earthquake; hazardous materials; floods; transportation accidents; terrorism; fires; riots; public utility interruptions; drought; and other similar events which endanger life and property.
- c. "Emergency Management Director/Coordinator" means the duly appointed person in whom authority is vested for everyday direction, coordination, and administration of the total emergency management program for a county, municipality, tribe or joint county/municipal/tribal organization and/or that persons' designee.

ARTICLE III

MEMBERSHIP

Section 1. Membership in this Association shall be by payment of an annual membership fee.

Section 2. **Discrimination Prohibited**

No person shall be ineligible for membership by reason of race, creed, color, sex, or religion.

Section 3. **Membership and Dues**

The membership fee for all members shall be as determined from time-to-time, by the Board of Directors and approved by simple majority of the membership at the Annual Meeting of the Association. Members shall be notified each year prior to December 15th of the amount of fees due and payable for the following year membership, and are due and payable by January 31st of each year of membership. Memberships shall commence the first day of January and terminate on the last day of December of the same year. Dues paid at the annual fall meeting shall be applied to the next membership year.

If dues are not paid by January 31, membership shall be terminated.

Section 4. **Privileges and Duties of Members**

- a. Members are encouraged to attend all meetings of the general membership of the Association, Board Meetings, and Meetings of the Committees to which appointed. Each member shall be entitled to all the rights and privileges of the Association, shall share in all its responsibilities, and be entitled to one vote. **Any member that has a conflict of interest regarding a given vote, shall abstain from voting on that issue.**
- b. **All** members may serve on committees and perform such other functions as authorized by the Board of Directors.

ARTICLE IV

ELECTED OFFICERS

Section 1. **The Elected Officers of the Association Shall Be:**

The President, Vice-President, the Treasurer, and the Secretary.

Section 2. **Qualifications**

No person may be elected to the office of Secretary or Treasurer, or continue to hold office, unless he/she is an employee of a county or tribal emergency management agency, including but not limited to Deputies, Program Assistants, or Planners, and a WEMA member in good standing.

The offices of President and Vice-President will be held by County or Tribal Emergency Management Directors/Coordinators.

Section 3. **Method of Election**

At the annual meeting of the Association, the offices of either the President, Vice-President, or the Offices of the Treasurer and Secretary shall be elected as follows:

Nominations for elected officers of the Association may be submitted to any elected or appointed officer beginning thirty (30) days prior to the Annual Meeting.

- a. In addition to those nominated **in advance of the Annual Meeting**, nominations for additional candidates for the offices shall be permitted from the floor.
- b. In the event that more than one person is nominated for an office, a majority of the votes cast shall be required for election. If no candidate receives a majority of the votes on the first

ballot, votes shall be cast on another ballot for the two candidates receiving the highest number of votes on the first ballot. In the event of a tie, which such would affect the final election, another ballot shall be taken. If a tie still exists, the election shall be decided by the two candidates drawing lots.

- c. In all elections where more than one person is the candidate for office, a secret ballot shall be required.

Section 4. **Term of Office**

The term of office for President, Vice-President, Treasurer, and Secretary, (regulated by their respective elected terms), shall commence immediately following the annual meeting of the Association and shall continue until the close of the following annual meeting, if term has expired, or until a successor has been elected.

The President, Vice-President, Treasurer, and Secretary shall serve a term of two (2) years. Their terms shall be alternating years and are as follows:

The President and Secretary will be elected for a one (1) year term, and the Vice-President and Treasurer will be elected for a two (2) year term, commencing 2002. Thereafter, all terms will be for two (2) years.

The person holding the office of President at the time of election shall be designated the Immediate Past President for the ensuing two (2) years.

(The Vice-President and Treasurer, at our annual meeting in 2002, will be elected for a two (2) year term and the President and Secretary for a one (1) year term. In 2003, the office of President and Secretary will be elected for a two (2) year term).

Section 5. **Vacancy in Elected Office**

Whenever a vacancy shall occur in an elected office for reasons other than the expiration of the term of the Incumbent, the vacancy shall be filled in the following manner:

- a. If the vacancy occurs in the Office of the President, the Vice-President shall assume the Office of the President.
- b. If the vacancy occurs in the Office of the Vice-President, Treasurer, or Secretary, such vacancy may be filled at any meeting of the Board of Directors by a two-thirds (2/3) vote of members then in office.

Section 6. **Removal from Office**

An elected officer may be removed from office for cause.

The officer shall be notified of the charges in writing and be afforded not less than fifteen (15) days after receipt of said charges to reply in writing to the Board of Directors. A two-thirds (2/3) vote of the Board of Directors is required for removal.

Section 7. **Duties of Elected Officers**

President: The President shall preside at the meetings of the Board of Directors and the Association, manage the affairs of the Association, appoint Standing Committees

and any special or Ad Hoc committees created by the Board of Directors, and perform such other duties as may be required by virtue of office.

Vice-President: The Vice-President shall perform all the duties of the President in case the President shall be absent or unable to perform his/her duties; serve as Chair of the Auditing Committee and other duties as assigned.

Treasurer: The Treasurer shall maintain accurate up-to-date records of all monies and securities belonging to the Association; and collect and disburse all funds under the direction of the Board of Directors. At each regular meeting of the Board of Directors and at the annual meeting of the Association, the Treasurer shall present a financial statement showing assets, liabilities, receipts and disbursements of the Association.

Secretary: The Secretary shall keep the minutes of all annual, regular, and special meetings of the Association, and of the Board of Directors, and have the care and custody of the books, documents, and records of the Association; and perform other duties as may be required by the Board of Directors.

Assignment of Additional Powers and Duties

In addition to the powers and duties specified herein, the officers of the Association shall have such other powers and perform such other duties, not inconsistent with the Statutes and these Constitution/By-Laws, as may be assigned to them by the Board of Directors.

ARTICLE V

APPOINTED OFFICERS

Section 1. The Appointed Officers of the Association Shall Be:

- a. Regional/WiTEMA (Wisconsin Tribal Emergency Management Alliance) Representatives/Alternates
- b. General Counsel
- c. Immediate Past-President
- d. Vice-Treasurer

Section 2. Selection

- a. **When necessary**, the General Counsel, appointed by the President and confirmed by 2/3 vote of the Board of Directors, shall act for and on behalf of the Association in all legal matters and also represent the Association in all legislative matters, as directed by the Board of Directors.
- b. A Vice-Treasurer shall be appointed by the President, approved by two-thirds (2/3) vote of the Board of Directors, and in the absence of the Treasurer, assume all duties of the Treasurer.

1. The Vice-Treasurer shall serve a two-year term opposite of the Treasurer. Terms shall commence in 2013, and the Vice-Treasurer will be eligible for nomination to any elected officer position.

Section 3. **Removal**

Removal procedures shall be the same as set forth in Article IV, Section 6.

Section 4. **Vacancies**

- a. If a vacancy shall occur in the position of Regional Representative, Alternate, or WiTEMA Representative, the President shall seek a nominee from the affected Wisconsin Emergency Management Region of the State, or WiTEMA as appropriate. The President shall appoint the nominee to fill that office with confirmation of two-thirds vote of the Board of Directors.
- b. If the General Counsel or Vice-Treasurer position is vacated, the President shall fill the position, and confirmed by 2/3 vote of the Board of Directors then in office.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. **Powers**

The activities, affairs, and property of the Association shall be managed, directed, and controlled and its powers exercised by the Board of Directors, except as otherwise provided by statute or by these Constitution/By-Laws.

The Board of Directors shall have authority to engage and define duties of employees and fix their compensation.

The Board of Directors shall have responsibility for the approval of the Association's annual budget.

The Board of Directors shall have the authority and responsibility to create ad hoc committees deemed desirable from time-to-time and to define the authorities and functions of such committees.

Section 2. **Composition of Board**

The Board of Directors shall consist of the elected officers of the Association, the immediate Past-President of the Association, a representative from each of the Wisconsin Emergency Management's Regions, a representative from WiTEMA and/or their alternates.

The representative or their alternate shall act as a liaison between the Association and the members in their respective regions/WiTEMA.

Section 3. **Resignation**

Any member of the Board may give written notice to the President of his/her intention to voluntarily resign from the Board.

Section 4. **Removal**

Any member of the Board, whether present or not, may be removed for cause by the affirmative vote of two-thirds (2/3) of the members of the Board taken at a meeting of the Board. Just cause may include, but not be limited to failure to consistently attend meetings of the Board without satisfactory excuse, acceptable to the Board. The member shall be notified of the charges in writing and shall be afforded not less than fifteen (15) days after receipt of said charges to reply in writing to the Board.

Section 5. **Vacancies**

If any vacancy shall occur in the Board of Directors, except the President, by reason of death, resignation, removal or otherwise, such vacancy may be filled at any meeting of the Board of Directors by a two-thirds (2/3) vote of members then in office. Any person appointed to such vacancy shall serve for the unexpired term.

Section 6. **Meetings**

- a. The Board of Directors will meet **during the months of January, May and July** to conduct regular business of the Association at a **time and** place designated by the President. Members of the Board of Directors will be notified by an agenda, at least **two (2)** days in advance of such meetings. **When it is necessary to convene an emergency special meeting of the Board, 24-hour notice shall be given.**
- b. Seven (7) members shall constitute a quorum of any meeting of the Board of Directors (50% + 1 of the Board).
- c. When it is impractical to convene the Board of Directors and circumstances demand that the President act for the Board, the President shall do so only upon the approval of the majority of the following officers: Vice-President, Immediate Past-President, Treasurer, and Secretary.

Section 7. **Duties of the Board of Directors/Alternates**

This position works in collaboration with the State of Wisconsin Emergency Management Association. They function under the Association by-laws.

- a. Attends regularly scheduled Board meetings.
- b. Relates Board activities to counties/tribes within represented region/tribe.
- c. Provides counties within represented area with Board minutes.
- d. Provides monthly report of Association activities and initiatives at regional/tribal meetings.
- e. Supports and participates in Annual Meeting.
- f. Provides assistance and support to annual conference activities.
- g. Accepts committee assignments directed by the WEMA President as detailed in the organizational by-laws.
- h. Relates concerns and input from regional counties/tribes back to Board.
- i. Serves in this capacity for a period of two years.
- j. Required to request administrative information from regional office pertaining to contact numbers, email, etc., on a regular basis.

Section 8. **Weighting of the Board**

In order to preserve the impartial nature of the Board of Directors, there shall be only one person from any individual agency, department or jurisdiction permitted to be on the Board (consisting of all Elected and Appointed Officers, **excluding Immediate Past President**) at any one time.

ARTICLE VII

COMMITTEES

Section 1. There shall be two types of committees in the Association, as follows:

- a. **Standing Committees:** The following Standing Committees shall be appointed by the President within thirty (30) days of taking office:
 1. Auditing Committee
 2. Conference Committee
 3. Legislative Committee
 4. Membership and Information Committee
 5. Constitution and By-Laws Committee
- b. **Ad Hoc Committees:** These may be formed at any time for special purposes or assignments. They will cease to function when their special task is completed (e.g. Conference Exhibits).

Section 2. **Duties of Standing Committees**

- a. Auditing Committee
 1. It shall be the duty of the Vice-President and the Immediate Past-President and a member-at-large appointed by the President, to audit all financial records of the Association prior to the Annual Meeting and at such other times as directed by the Board of Directors.
- b. Conference Committee

This committee shall coordinate all aspects of the annual conference subject to Board approval including:

 1. Selecting and obtaining speakers
 2. Conference site arrangements
 3. Preparation of conference materials
 4. Other pertinent matters
- d. Legislative Committee

1. Concern itself with matters of existing of needed local, state and federal legislation relating to the Association of Emergency Management organizations.
 2. Consider and take a position for the Association on pending legislation.
- e. Membership and Information Committee
1. Develop strategies and pursue campaign activities for gaining membership; including information booths at the Governor's Conference and Association's Annual Conference.
 2. Develop all facets of promoting the Association.
 3. Edit and publish the official publication of the Association.
- f. Constitution and By-Laws Committee
1. Receive from the Association's membership suggested constitution and by-laws changes.
 2. Evaluate proposals.
 3. Recommend changes or proposals, for consideration at the annual or special meetings of the Association, as set forth in Article XIII of this Constitution/By-Laws.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

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

ARTICLE IX

ANNUAL MEETING

The Association shall hold its annual meeting in October, as well as a semi-annual meeting in conjunction with the Governor's Conference on Emergency Management and Homeland Security.

ARTICLE X

DISBURSEMENTS

The Board of Directors shall make necessary appropriations for disbursements from the funds in the treasury to pay all necessary expenses of the Association according to the Fiscal Policy and Procedures which includes creating an annual budget. It shall be the duty of the Board of Directors to cause proper books of account to be kept and to procure an annual audit thereof by the Auditing Committee prior to the annual meeting of the Association and prior to the transfer of the records to a newly elected Treasurer.

The WEMA Board of Directors shall not sign an agreement on behalf of members in lieu of local consent for funds intended for local and/or county jurisdictions. This permission must be sought at the local and county levels. WEMA members should provide input where applicable on strategies regarding grant funding.

ARTICLE XI

COMPENSATION

Neither the members of the Board of Directors nor the officers of the Association shall receive any salary. They, as well as the general counsel and members of committees, may be reimbursed for allowable necessary expenses incurred in the performance of their duties. Allowable necessary expenses shall include expenses incurred for travel, telephone, postage, etc. not otherwise reimbursable from any other source, and shall be subject to approval by the Board of Directors.

ARTICLE XII

FISCAL YEAR

The fiscal year of this Association shall begin on the first day of January and terminate on the 31st day of December of each year.

ARTICLE XIII

AMENDMENT

- Section 1. The Constitution/By-Laws of the Association may be amended or repealed at any annual or special meeting of the Association by a two-thirds (2/3) vote of the voting members at such meeting provided that notice of any such proposed amendment or repeal shall be circulated by mail or electronic means to all active members at least 30 days in advance of said meeting.
- Section 2. An amending proposal shall be submitted by the proposer in written form, to the Chair of the Constitution and By-Laws Committee within 60 days of the stated Annual Meeting or Special Meeting, with a copy to the Secretary, and its format shall in order:
- a. Indicate the sponsor and intent of the proposal.
 - b. Indicate the Article(s), Section(s), and Paragraph(s) of the Constitution/By-Laws proposed to be amended including suggested language for the proposed amendment.

ARTICLE XIV

DISSOLUTION

In the event of dissolution of the Association for any reason, all assets and funds of the Association shall be distributed, subject to the provision of any applicable law then in effect, to such organization created or organized in the United States or in any possession thereof or under the law of the United States or any state or territory or of any possession of the United States, organized and operated exclusively for religious, charitable, scientific,

literary, or educational purposes, no part of the net income of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, as the Board of Directors in their sole discretion shall deem best able to promote the purposes of the Association as set forth in its Charter.

ARTICLE XV

ANNOTATIONS/HISTORY OF BY-LAW CHANGES

The following annotations are explanations/definitions of certain portions of these by-laws and are for informational purposes only:

- 01/05 Referral to “tribe or tribal” throughout the by-laws refers to the Tribes of Wisconsin.
- 01/05 Referral to “GLITC” refers to the Great Lakes Inter-Tribal Council of Wisconsin.
- 07/06 Referral to WiTEMA refers to the Wisconsin Tribal Emergency Management Alliance and replaces the GLITC.
- 08/08 Referral in Article III, decreasing three levels of membership into one, allowing all members to vote if they don’t have a conflict of interest regarding the issue being voted on.
- 08/08 Referral in Article IV, allowing only Emergency Management Directors to hold office.
- 11/09 Referral in Article X, creation of Fiscal Policies and Procedures for the Treasurer.
- 10/11 Referral in Article X, the Board shall not sign agreements regarding funding in lieu of local jurisdictions.
- 03/13 Referral in Article II, adds “Coordinator” to Director in definitions.
- Referral in Article III, defines start and end dates of membership, defines date of removal from membership lists, grants Past Presidents lifetime membership in the Association, and removes portion barring non-Directors/Coordinators from holding elected offices.
- Referral in Article IV, allows non-Directors/Coordinators the ability to serve in the offices of Secretary and Treasurer, and defines the County/Tribal Director requirement for the offices of President and Vice-President.
- Referral in Article V adds Vice-Treasurer to Appointed Officers, defines appointment procedures, and outlines position responsibilities.
- Referral in Article VI defining weighting of the board.
- Referral in Article XIII allowing bylaws amendment proposals to be distributed electronically.
- 03/16 Referral in Article IV clarifies nominations procedures for Elected Officers of the Association.
- Referral in Article V clarifies nominations procedures for Appointed Officers of the Association; removes language regarding term limits and staggered terms among regional and WiTEMA representatives.

Referral in Article VI removes General Counsel as board member ex officio; clarifies Board meeting dates, and establishes notification procedures for regular and special meetings; clarifies Weighting of the Board in regards to Immediate Past President.

Referral in Article VII eliminating Nominations Committee from standing committees; removes language in Conference Committee duties.

Referral in Article IX clarifies WEMA annual meeting, and adds meeting in conjunction with Governor's Conference as semi-annual meeting.

Referral in Article XIII removes the requirement of Secretary circulating information.

Note – Annotations and changes in the by-laws will refer to major changes and will not reflect typographical or minor page changes that do not alter the content of the by-law.