

## **KEMA Bylaws**

### **Article I – Name and Organization**

**Section 1.** The official name of the Association shall be the Kansas Emergency Management Association, Incorporated.

**Section 2. Territorial Limits:** The territorial limits of the Association shall be confined to the State of Kansas, and divided into seven (7) Homeland Security Regional areas as follows:

- **KC Metro Region:** The Counties of Leavenworth, Wyandotte and Johnson\* .
- **Northeast Region:** The Counties of Washington, Marshall, Nemaha, Brown, Doniphan, Riley, Pottawatomie, Jackson, Atchison, Jefferson, Geary, Wabaunsee, Shawnee, Douglas, Morris, Chase, Lyon, Osage, Franklin, Miami, Coffey, Anderson, and Linn.
- **North Central Region:** The Counties of Smith, Jewell, Republic, Osborne, Mitchell, Cloud, Clay, Lincoln, Ottawa, Ellsworth, Saline and Dickinson.
- **Northwest Region:** The Counties of Cheyenne, Rawlins, Decatur, Norton, Phillips, Sherman, Thomas, Sheridan, Graham, Rooks, Wallace, Logan, Gove, Trego, Ellis, Russell, Ness, and Rush.
- **Southeast Region:** The Counties of Greenwood, Woodson, Allen, Bourbon, Elk, Wilson, Neosho, Crawford, Chautauqua, Montgomery, Labette, and Cherokee.
- **South Central Region:** The Counties of Barton, Rice, McPherson, Marion, Pawnee, Stafford, Reno, Harvey, Edwards, Kiowa, Pratt, Kingman, Sedgwick, Butler, Comanche, Barber, Harper, Sumner and Cowley.
- **Southwest Region:** The Counties of Greeley, Wichita, Scott, Lane, Hamilton, Kearny, Finney, Hodgeman, Stanton, Grant, Haskell, Gray, Ford, Morton, Stevens, Seward, Meade, and Clark.

Note: For the purposes of clarification and conformity of purpose, the KC Metro Region will be represented by the Vice President of the Northeast Region at their request.

## **Article II – Purpose**

### **Section 1. Mission Goals and Values**

- a. Mission: Kansas Emergency Management Association is a network of leaders dedicated to providing excellence in emergency management for Kansas.
- b. Goals: To fulfill its mission, the Kansas Emergency Management Association will strive:
  - To advance the professional growth of members through the development, provision and promotion of training and professional standards.
  - To provide recognition for excellence in emergency management.
  - To provide opportunities for exchanging ideas and sharing lessons learned from emergency management activities.
  - To address planning and procedural issues critical to all levels of emergency management.
  - To serve as an advisory body to the Kansas Division of Emergency Management regarding emergency management issues.
  - To influence public policy on emergency management through the legislative process at the federal, state and local levels.
  - To coordinate the efforts and plans of this association with other organizations having common interests.
- c. Values: Among the membership and within the emergency management community in Kansas, KEMA is committed to:
  - Professionalism: KEMA promotes excellence.
  - Teamwork: KEMA fosters communication and cooperation.
  - Responsiveness: KEMA solicits input and active participation.
  - Leadership: KEMA advocates for progressive growth.

**Section 2. Prohibited Use**: This Association is established as non-commercial, non-profit and non-partisan. Use of the Association, its name, or its influence for the purpose of any commercial, profit or partisan political activity is strictly prohibited.

## **Article III – Incorporation**

**Section 1. Registered Office and Agent**: The registered office and agent shall be appointed by the Board of Directors.

**Section 2. Incorporators**: The incorporators of the Kansas Emergency Management Association, Incorporated are:

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1. Donald Rectenwald, P.O. Box 329, Salina, KS 67401
2. Eugene R. Beaver, Jr., 1850 N. St. Paul, Wichita, KS 67203
3. Donald E. Millsap, 701 N. 7<sup>th</sup> St., Room B-20, Kansas City, KS 66601

**Section 3. Articles of Incorporation:** The Articles of Incorporation were filed in the office of the Secretary of the State of Kansas, July 7, 1977. The term for which the Corporation is to exist is 99 years from the date of Incorporation.

**Section 4. Directors:** The Directors of the Corporation shall be the current members of the Association Board of Directors.

**Section 5. Private/Non-Profit Status:** The Kansas Emergency Management Association, Incorporated applied for and was granted federal income tax exemption as a 501(c)(3), Section 509(a) (2) organization with the Internal Revenue Service on November 6, 2003.

**Section 6. Policy:** All policies and procedures of the Association not established by these by-laws shall be established by a majority vote of the Board of Directors.

#### **Article IV – Membership**

**Section 1. Eligibility:** Membership in KEMA is open to any person involved or interested in emergency management, emergency response or related fields. Membership in the Association shall be established by submission of proper application and payment of annual dues, as set forth in the policies and procedures of the Association.

**Section 2. Classes of Membership:** There shall be three (3) classes of membership in the Association – Regular, Life, and Honorary. Requirements for each are set forth in the policies and procedures of the Association.

**Section 3. Termination of Membership:** Membership in the Association shall be terminated as prescribed by the policies and procedures of the Association.

#### **Article V – Meetings**

**Section 1. Regular Meetings:** There shall be regular scheduled meetings of the Association. The time and method of notification shall be as set forth in the policies and procedures of the Association.

**Section 2. Special Meetings:** Special meetings of the Association may be called by a majority vote of the Board of Directors for any specific purpose, or by the President.

**Section 3. Rules of Order:** All meetings of the Association shall be conducted in accordance with the latest edition of Roberts Rules of Parliamentary Procedure.

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**Section 4. Quorum:** Those regular and life members of the Association in good standing, voting at any regular or special meeting, shall constitute a quorum.

**Article VI – Officers**

**Section 1. Board of Directors:** The Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, Regional Vice-Presidents, and the Immediate Past President, all of whom shall be current members in good standing of the Association.

**Section 2. Method/Term/Duties:** The method of election, term of office, and duties of officers shall be prescribed in the policies and procedures of the Association.

**Article VII – Board of Directors**

**Section 1. Authority:** The Board of Directors of the Association shall be the governing body of the Association.

**Section 2. Meetings:** The Board of Directors shall meet as necessary, but at least quarterly, with one of the meetings being held in conjunction with the Annual Conference, and at other times and places as may be called by the President. All meetings of the Board shall be open to all members of the Association, but only those elected members of the Board shall have a vote.

**Section 3. Quorum:** A simple majority of the voting members of the Board of Directors of the Association will constitute a quorum and shall be required to conduct any Board business. All Board members shall be notified at least fifteen (15) days in advance of meetings; each member shall have one vote. No provisions are made for absentee or proxy votes.

**Section 4. Records:** The minutes of the Board of Directors meetings will be recorded by the Secretary and be maintained in official files of the Association, along with such documents, correspondence, and materials as the Board may deem necessary.

**Section 5. Association Positions:** The Board of Directors shall be responsible for establishing positions, primarily on legislative/governmental issues. Information from the general membership, through their respective Regional Vice President or Standing Committee Chairs, will be used in the formulation of such positions. When necessary, the Board, or their representatives, may be required to state the Association positions in support or opposition to regulations, legislation or other issues which may affect Emergency Management.

## **Article VIII – Committees**

**Section 1. Standing Committees:** Standing committees shall include the following:

- Audit Committee
- Nominating Committee
- Standards & Practices Committee
- Bylaws, Policies and Procedures Committee
- Government Affairs Committee
- Conference Committee

**Section 2. Other Committees:** The Board of Directors, by a majority vote, may establish such other committees/special offices as may be appropriate.

**Section 3. Committee Actions:** The Board of Directors must approve any activities or actions of a standing committee.

## **Article IX – Elections**

**Section 1. Annual Elections:** An election of officers shall be held in a manner prescribed by the Association's Policies and Procedures.

**Section 2. Manner of Election:** When the President declares the Association meeting open for election of those Officers to be elected at the annual meeting, the report of the Nominating Committee shall first be presented to the membership. The President shall then entertain motions from the floor and the election shall proceed as prescribed by the latest edition of Roberts Rule of Parliamentary Procedure. Each officer shall be elected by separate vote.

**Section 3. Voting Procedure:** Only Regular or Life Members shall have a vote on motions to elect. A plurality vote shall constitute election to an office.

**Section 4. Absentee Ballot:** Voting by absentee ballot will be permitted under the provision of Section 2 of Article X – Voting Rights.

**Section 5. Special Elections:** At any meeting of the Association when a special election is in order, the manner of election and voting shall be as prescribed in Section 2, except there will be no report from the Nominating Committee.

## **Article X – Voting Rights**

**Section 1. Number of Votes:** Each Regular and Life Member shall have one vote on any Association business requiring a vote.

**Section 2. Absentee Ballot:** Voting by absentee ballot is allowed. The member desiring to vote must request a ballot from the Secretary who will then file the ballot prior to the vote. Each item will require a separate ballot.

**Section 3. Proxy Votes:** No provisions are made in these By-Laws for proxy votes.

## **Article XI – Amendments**

**Section 1.** Any amendment to these By-laws may be adopted by a two-thirds (2/3) majority of the members voting at the annual meeting provided written notice of the proposed change and date of such meeting shall have been provided each member of the Association at least thirty (3) days prior to such meeting. The provisions of such change shall take effect immediately following the vote.

**Section 2.** The Secretary shall distribute amendments to the By-laws to the general membership of the Association as soon as possible via link to the Association's website or hard copy via mail for members without internet access.