

MAINE ASSOCIATION OF LOCAL EMERGENCY MANAGERS (MALEM) BY-LAWS

Adopted April 25, 2009
(Revised and noted on October 14, 2010)
(Revised and noted on May 28, 2013)

ARTICLE I ORGANIZATION AND PURPOSE

Section 1: The organization shall be known as the MAINE ASSOCIATION OF LOCAL EMERGENCY MANAGERS (MALEM), a non-profit organization. The association will be known as MALEM throughout these by-laws.

Section 2: The Association shall consist of a State-level Board of Directors and the general membership.

Section 3: The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes or to foster national or international sports competition under section 501(c)(3) of the Internal Revenue Code.

Section 4: Association Objectives:

- a. To support and enhance emergency management in the State of Maine by representing emergency management at the municipal and county level of government;
- b. To promote emergency management program standards in the State of Maine;
- c. To encourage sound legislation supporting mitigation, preparedness, response and recovery issues in the State of Maine;
- d. To promote effective coordination between local and State emergency management programs;
- e. To represent local emergency management entities before the State legislature.
- f. To promote active, effective, and adequately funded local emergency management programs.
- g. To strengthen the proficiency and knowledge of local Emergency Managers.
- h. To promote more integration of emergency management planning into local policy making.

ARTICLE II MEMBERSHIP

Section 1: Membership: Any person responsible for or assisting in, directing, planning, administrating or coordinating the activities of emergency management for the county or municipal level of government in the State of Maine shall be eligible for Active Membership. Membership may also be extended to anyone involved in emergency management that will in some way support the local emergency manager.

Section 2: Voting: Active members shall be entitled to vote at regular and special membership meetings.

Section 3: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II DUES

Section 1: The annual dues for Members of the Association shall be Twenty-Five (\$25.00) in U.S. currency. Annual dues shall become payable on January 1st of each year and shall be considered delinquent after March 1st of each year. Dues paid at the annual meeting shall be applied to the next membership year.

Section 2: The Association's fiscal year shall be January 1st to December 31st of each year.

ARTICLE III MEETINGS

Section 1: The Board of Directors shall meet quarterly. Quarterly Board of Directors meetings may be conducted as in-person, by conference call or by video conferencing. The location and type of meeting will be determined by the President or by the Officer conducting the meeting, prior to the meeting. All Board meetings shall be announced at least two weeks in advance of the meeting.

Section 2: All members are welcome to attend all meetings of the Board of Directors.

Section 3: Special Meetings may be called by any three members of the Board of Directors.

Section 4: There shall be an Annual Meeting as designated by the Board of Directors. The Annual Meeting shall be held in conjunction with the Maine Emergency Management Agency's (MEMA) Maine Prepares Conference.

Section 5: The current edition of Robert's Rules of Order shall govern the proceedings of all meetings of the Association and its constituent parts except as provided in these by-laws.

ARTICLE V COMMITTEES

Section 1: The Board of Directors, shall establish such committees as deemed necessary to efficiently conduct the affairs of the Association. The Board shall appoint the members of each committee, so established. Each member appointed to a committee shall serve until replaced by the Board.

Section 2: The Standing Committees of the Association shall be the Annual Meeting Committee, the Awards Committee, the Certification and Training Committee, the Legislative Committee, the Membership Committee and the Public Information Committee.

Section 3: The Annual Meeting Committee shall be responsible for the planning, preparation, setup and management of the Annual Association Meeting.

Section 4: The Awards Committee will develop and manage an Association Awards program.

Section 5: The Certification and Training Committee shall promote and assist with a three-tier Certification Program that includes MEMA's Basic EM Director's Certification program, the Certified Emergency Manager - Maine (CEM-ME) program, and IAEM's Certified Emergency Manager (CEM). The Committee shall develop a schedule of training courses, identify instructors, and oversee the courses as they are being instructed.

Section 6: The Legislative Committee shall review all legislative documents to evaluate the impact of pending legislation in relation to Emergency Management. The Committee shall solicit support from the County Representative for legislative hearings. The County Representative shall poll the members of the County-level membership and bring forward the poll results to the Board of Directors to determine the Association's position.

Section 7: The Membership Committee shall implement programs to recruit new members and retain existing members. The Committee shall maintain an up-to-date list of active members.

Section 8: The Public Information Committee shall implement a program to educate the general public and elected and appointed government officials on the importance of Emergency Management. The Committee may be called upon by the Legislative Committee for assistance.

Section 9: No committee of the Association shall be authorized to create any financial liability unless it first shall have been approved as to its purpose and amount by the Board of Directors.

ARTICLE VI ELECTIONS

Section 1: Officers shall be elected from the active membership. Elections shall be accomplished by e-mail to maximize the participation level. Officers shall assume their elected positions at start of the Annual Meeting during MEMA's Maine Prepares Conference.

Section 2: Terms of Office: The terms of office for Officers of the Association and members of the Board of Directors shall be one (1) year term.

ARTICLE VII OFFICERS

Section 1: Duties

a. The Officers of this Association shall be President, Vice-President, Treasurer and Secretary. No member will be authorized to hold more than one elected officer position of the Association.

Section 2: President: The duties of the President shall be to conduct the affairs of the Association; to preside at meetings; and to perform such other duties as may be required by the Board of Directors. The President shall be the executive officer of the Association and shall be its official spokesperson and representative.

Section 3: Vice-President: The Vice-President shall perform the duties of the President in the absence of the President and perform such other duties as are designated by the President.

Section 4: Treasurer: The duties of the Treasurer shall be to receive, collect, secure, and disburse, under the direction of the Board of Directors, all funds of the Association. The Treasurer shall maintain a record of receipts and disbursements.

Section 5: Secretary: The duties of the Secretary shall be to keep the minutes of all state-level association meetings and perform such other duties as may be required by the Board of Directors. The Secretary shall maintain a current and accurate list of all Association memberships. The Secretary shall provide notice of all state-level meetings.

Section 6: Duties of Legislative Liaison: The duties of the Legislative Liaison shall be to gather information and on proposed and/or existing legislation impacting emergency management. A legislative activities report shall be provided at each meeting of the Board of Directors. The Legislative Liaison shall chair the Legislative Committee.

Section 7: No permanent, paid, County Emergency Management Staff shall hold both positions of President and Vice-President at the same time.

ARTICLE VIII BOARD OF DIRECTORS

Section 1: There shall be a Board of Directors composed of the President, Vice-President, Treasurer and Secretary.

Section 2: Board of Directors Authority:

a. The Board of Directors shall be the governing body of the Association and shall have authority to determine the appropriate administrative procedures required to accomplish the objectives of the Association. Procedures shall include membership administration, budgeting and funds management, order of business, conduct of the Annual Meeting, meetings of the Board of Directors, adoption and use of the official seal and insignia of the Association.

b. If, in the Board's opinion, a question must have the approval of the Active Members, Board of Directors may call a special meeting of the active Membership of the Association, complete an e-mail survey, or allow voting at the annual meeting.

Section 3: Voting

a. Members of the Board of Directors may vote on all matters under consideration by the Board.

b. Each active Member shall have the privilege of electing the Officers of this Association at the Annual Meeting.

c. Voting Methods: Authorized voting methods shall be: Vote in person, Vote over open lined telephone/television (conference call or video conferencing), proxy vote to another board member by a written vote.

Section 4: Quorum: A simple majority of the seated members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; with a minimum of (5) five officers.

Section 5: Filling Vacancies:

a. In the event any Officer of the Association ceases to be an Active Member or may be deemed unable or unavailable to perform the duties of his/her office, the Board of Directors shall declare that office vacant. An Officer must participate in at least three Quarterly meetings to be considered available for the duties of the office.

b. If a vacancy occurs in the office of President, the Vice-President shall fill that vacancy.

c. If a vacancy occurs in the office of Vice President, Legislative Liaison, Secretary or Treasurer, the Board of Directors may chose, by majority vote, an active member to fill the positions until the next regular scheduled Election for that office.

d. Such appointments shall be effective only for the balance of the current term of office.

ARTICLE IX REIMBURSEMENTS

Section 1: Officers shall serve without compensation, except for reimbursement of actual expenses with prior approval from the Board of Directors.

ARTICLE X BY LAW CHANGES

Section 1: Changes can be made with approval of membership and recorded.

Section 2: By law changes may be brought forward by any member to the Board of Directors for consideration. If the change is approved by the Board of Directors, the changes will be sent to the Association membership by e-mail for a vote.

Section 3: Changes to the Bylaws shall be presented to the general membership at least 14 days prior to the vote.

ARTICLE XI DISSOLUTION OF THE ASSOCIATION

Section 1: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.