

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

Adopted April 25, 2009

(Revised and approved on October 14, 2010)

(Revised and approved on May 28, 2013)

(Revised and approved on June 22, 2021)

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 Executive Committee 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: The Mission of MALEM is to promote and represent the field of Emergency Management in order to enhance the safety of all citizens of and visitors to the State of Maine.

Section 5: Association Objectives:

- a. To promote the Association and Emergency Management.
- b. To represent the Association and Emergency Management.
- c. To strengthen the proficiency and knowledge of Emergency Managers.

ARTICLE II MEMBERSHIP

Section 1: Membership: Any person responsible for or assisting in, directing, planning, administrating or coordinating the activities of emergency management within the State of Maine shall be eligible for Membership.

Section 2: Voting: Members shall be entitled to vote at regular and special 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 III DUES

Section 1: The annual dues for Members of the Association shall be ten (\$10.00) 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. New members that join and pay dues between January 1st and August 31st will be applied to the current calendar year. New members that join and pay dues after September 1st will be for the remainder of the year, and the next calendar year

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

ARTICLE IV MEETINGS

Section 1: The Executive Committee shall meet at least quarterly. Executive Committee meetings may be conducted in-person, by conference call or by video conferencing. The location and type of meeting will be determined by the Association President or by the Officer conducting the meeting, prior to the meeting. All Executive Committee meetings shall be announced at least one week in advance of the meeting.

Section 2: All members are welcome to attend all meetings of the Executive Committee.

Section 3: There shall be an Annual Meeting as designated by the Executive Committee.

Section 4: The current edition of Robert's Rules of Order shall guide 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 Executive Committee, shall establish such committees as deemed necessary to efficiently conduct the affairs of the Association. The Executive Committee shall appoint the chairs of each committee, so established. Each chair appointed to a committee shall serve until replaced by the Executive Committee.

Section 2: The Standing Committees of the Association shall be the Executive Committee, the Awards Committee, the Education Committee, the Legislative Committee, and the Membership Committee.

Section 3: The Executive Committee consists of the President, Vice-President, Secretary and Treasurer; and shall administer the business of the Association.

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

Section 5: The Education committee shall promote emergency management education and training opportunities for the membership, manage a peer-review program, and support a Mentor program.

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 and opinions from Membership for legislative hearings.

Section 7: The Membership Committee shall implement programs to recruit new members and retain existing members.

Section 8: 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 Executive Committee.

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 no later than November 1st. Officers shall assume their elected positions at on January 1st.

Section 2: Terms of Office: The terms of office for Officers of the Association shall be a two (2) year term. The President and Secretary shall be elected to begin office on odd years and the Vice-President and Treasurer shall be elected to begin office on even years.

ARTICLE VII OFFICERS

Section 1: Duties: 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 Executive Committee. The President shall be the executive officer of the Association and shall be its official spokesperson and representative. The President shall provide notice of all Association state-level meetings.

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 Executive Committee, all funds of the Association. The Treasurer shall maintain a record of receipts and disbursements. The Treasurer shall maintain a current and accurate list of all Association memberships.

Section 5: Secretary: The duties of the Secretary shall be to keep the minutes of all association meetings and perform such other duties as may be required by the Executive Committee.

ARTICLE VIII EXECUTIVE COMMITTEE

Section 1: There shall be an Executive Committee composed of the President, Vice-President, Treasurer and Secretary.

Section 2: Executive Committee Authority:

a. The Executive Committee 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 Executive Committee, adoption and use of the official seal and insignia of the Association.

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

Section 3: Voting

a. Members of the Executive Committee may vote on all matters under consideration by the Committee.

b. 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, or by email.

Section 4: Quorum: A simple majority of the seated members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

Section 5: Filling Vacancies:

a. In the event any Officer of the Association ceases to be a Member or may be deemed unable or unavailable to perform the duties of his/her office, the Executive Committee shall declare that office vacant.

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, Secretary or Treasurer, the Executive Committee 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 Executive Committee.

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 Executive Committee for consideration. If the change is approved by the Executive Committee, the changes will be sent to the Association membership by e-mail for a final 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.