

# *BYLAWS OF THE ASSOCIATION*

*AS OF  
FEBRUARY 3, 2010*

## *ARTICLE I*

### Section 1. Name and Territorial Limits

- (a) The name of this organization shall be the “Florida Emergency Preparedness Association, Incorporated”, hereinafter sometimes referred to as the “Association”.
- (b) The Association shall be a nonprofit organization, incorporated under and operated in compliance with the laws of the State of Florida.

### Section 2. Geographical Limits

The Association shall be organized into regional areas as established by the Board of Directors.

## *ARTICLE II*

### Section 1. Purpose

The purposes of this Association shall include, but not be limited to, the following:

- (a) To promote a professional emergency management organization comprised of all disciplines of emergency management.
- (b) To promote and enhance the effective management and operation of professional emergency management offices and services throughout the State of Florida.
- (c) To study, research, collect, compile and disseminate information about effective emergency management and related functions to federal, state and local governments, and other entities throughout the State of Florida.
- (d) To monitor and advocate during the legislative process and the decision-making processes of the state regulatory agencies as relates to the interests of the membership, and to keep the membership informed of same.
- (e) To develop, promote and conduct educational programs including workshops, seminars and conferences in the field of emergency management.

## Section 2. Goals and Objectives

The goals and objectives of the Association shall be:

- (a) To advance the professional development and career enhancement of the members through the exchange of ideas, development and provision of training, and promotion of professional standards.
- (b) To coordinate the efforts and plans of this Association with other organizations having common goals and objectives.
- (c) To provide forums for sharing lessons learned from disasters.
- (d) To address planning and procedural issues critical to emergency management, particularly at the local level.
- (e) To serve as an advisory body to the Florida Division of Emergency Management as it discharges its duties to support local emergency management.
- (f) To assist county and municipal governments, businesses, industry, tribal governments and private citizens in the establishment and maintenance of an effective emergency preparedness, management, and planning program.
- (g) To influence public policy on emergency management at the federal, state and local levels.
- (h) To promote a strong organizational structure through which county and municipal governments, commercial, industrial, voluntary organizations, tribal governments and citizens can best prepare for natural and technological emergencies and disasters.

## *ARTICLE III*

### *MEMBERSHIPS, DUES AND RIGHTS OF MEMBERS*

#### Section 1. General

Membership in the Association shall be available to any person whose responsibilities relate to emergency management with any governmental agency, tribal government, public or private non-profit organization, or private for profit organization. An applicant who has filed a completed membership application and met the financial obligations set forth in Section 4 of this Article, is deemed to be in good standing. Members may hold office, are entitled to one vote, and are subject to dues.

(a) Annual dues shall be paid not later than December 31 of each calendar year for the subsequent year.

(b) Resignations from the Association shall be in writing, or electronic transmission, and directed to the attention of the Executive Director. Members resigning prior to the end of the calendar year shall forfeit dues.

(c) The Executive Committee may deny or revoke a membership for conduct that brings disrepute to the Association. In the case of revocation, the Executive Director shall notify the individual in writing not later than 30 days prior to the effective date that revocation of their membership is effective and the reason(s) for such action.

(d) Effective January 1, 2002 and thereafter, dues shall be \$75 per year.

## Section 2. Honorary

Honorary membership shall be accorded to each past president and by majority vote of the Board of Directors, may be accorded to other individuals in recognition of outstanding contributions to the Association. Honorary members may hold office and are entitled to vote; however, upon retirement, they are not subject to the requirement of annual dues.

## Section 3. Institutional

Institutional membership may be extended to any local, state or federal agency that has responsibilities or duties relating to emergency management. Institutional members may not hold office in the Association. Institutional members are entitled to one vote per institution, which shall be cast by the member's designated representative. Institutional members shall be subject to dues as set by the Board of Directors. Institutional members may serve on committees.

## Section 4. Corporate

Corporate membership may be extended to any corporation, business or member of the private sector that provides a service in or product for emergency management. Corporate members may not hold office in the Association. Corporate members are entitled to one vote per entity, which shall be cast by the member's designated representative. Corporate members shall be subject to dues as set by the Board of Directors. Corporate members may serve on committees.

## Section 5. Student Membership

Student membership is accorded to an individual in good standing who is attending a post-secondary education institution and is not currently employed in the emergency management profession. Student members may serve on committees, but may neither hold office nor vote and are subject to dues of \$25.00 per calendar year.

## *ARTICLE IV*

The officers of the Association shall be the:

President

President-Elect

Secretary

Treasurer

Immediate Past-President

### Section 1. Duties

(a) The President shall appoint all committees in consultation with each committee chair, and shall discharge all other duties as required by the Bylaws and membership of the Association. The President shall chair the meetings of the membership, the Board of Directors and the Executive Committee.

(b) The President-Elect shall have and perform all the powers and duties of the President in the President's absence.

(c) The Secretary shall keep an accurate record of all meetings of the general membership, the Board of Directors and the Executive Committee.

(d) The Treasurer shall oversee the financial affairs of the Association.

### Section 2. Election of Officers

At the Annual Meeting, the President-Elect shall automatically assume the office of President. The President-Elect, Secretary and Treasurer shall be elected by ballot at the Annual Meeting in accordance with procedures listed in these Bylaws.

### Section 3. Terms of Office

The terms of office for officers of the Association shall commence upon installation following the elections conducted at the Annual Meeting and shall be for a period of one (1) year or until successors are elected. Officers may be elected for multiple terms of office provided that the multiple terms of office do not exceed two (2) consecutive years in the same office. No member shall hold more than one (1) office at a time.

### Section 4. Vacancies

Should a vacancy occur in the office of President, the President-Elect shall automatically become President for the unexpired term. Fulfilling this unexpired term does not disrupt the President-Elect's subsequent term of office. Should a vacancy occur in any office other than President, a successor may be nominated and elected by the Board of Directors to fill the vacancy for the unexpired term of the office. Such nominees need not be members of the Board of Directors.

## Section 5. Elections

Nominees for the elective positions shall be elected by majority vote of Association Members present and qualified to vote at the Annual Meeting. When a nominee for a specific office does not receive a majority of the votes cast for that office, a run-off election shall be immediately conducted between the two nominees receiving the greatest number of votes. Absentee ballots may be cast for elected office, provided that all such absentee ballots are received by the Chairman of the Nominating Committee prior to the respective election.

# *ARTICLE V*

## *BOARD OF DIRECTORS*

### Section 1. Composition

The Board of Directors shall be comprised of the following members: The elected officers of the Association; the Parliamentarian; the Area Governors or their respective Alternate Area Governors; the previous two available and qualified Past Presidents of the Association. The Board of Directors shall appoint the Parliamentarian. The Director of the Florida Division of Emergency Management shall serve as an ex-officio member of the Board of Directors.

### Section 2. Responsibilities and Duties

The Board of Directors shall have general supervision of the affairs of the Association, adopt an annual budget for the Association, make recommendations to the general membership of the Association, and perform such other duties as specified in these Bylaws, as contained in the Administrative Policies and Procedures or as directed by majority vote of a quorum of the membership of the Association.

### Section 3. Area Governors

The voting members in the respective geographic areas of the Association shall elect an Area Governor and an Alternate Area Governor to serve on the Board for two-year term of office. Alternate Area Governors shall have the same authority, including the ability to vote on actions before the Board, as any Area Governor while acting in the absence of the Area Governor. Elections for Area Governors and Alternate Area Governors from even-numbered areas shall occur during even-numbered years. Elections for Area Governors and Alternate Area Governors from odd-numbered areas shall occur during odd-numbered years.

## Section 4. Meetings

Unless otherwise directed by the Chair, regular board meetings will be conducted four times a year. One (1) such meeting shall be conducted immediately preceding the Annual Meeting; a second meeting shall be conducted immediately preceding the annual Governor's Hurricane Conference; a third meeting shall be conducted in conjunction with the Mid Year Work Session; a fourth meeting shall be held during the time interval after the Mid Year Work Session and prior to the end of the calendar year, and special meetings may be called by the Chair or by a written request to the Chair of the Board from at least four (4) Board Members. A simple majority of the Board of Directors shall constitute a quorum. The Board may meet by telephone conferencing or other electronic methods.

# *ARTICLE VI*

## *EXECUTIVE COMMITTEE*

### Section 1. Composition

The Executive Committee shall consist of the President, President-Elect, Secretary, Treasurer, and the Immediate Past-President of the Association. The President and President-Elect of the Association shall be the Chair and Vice-Chair of the Executive Committee respectively. The Parliamentarian shall serve as an Ex-Officio member of the Executive Committee.

### Section 2. Duties of the Executive Committee

The Executive Committee shall supervise the activities of the Executive Director, continually assess the long-range and strategic needs and objectives of FEPA, make recommendations to the Board, and perform such other duties as specified by the Board, the Administrative Policies and Procedures, or as directed by majority vote of a quorum of the membership of the Association.

### Section 3. Meetings

The Executive Committee will conduct meetings as directed by the Chair and as prescribed by the Administrative Policies and Procedures of the Association. The Executive Committee may meet by telephone conferencing or other electronic methods.

### Section 4. Executive Director

(a) The Executive Director of the Association shall be selected by the Executive Committee subject to confirmation by a two-thirds majority of the Board of Directors. The Executive Director may be employed by means of a contract or other similar agreement

(b) The Executive Director shall be the chief executive officer of the Association and, under the direction of the Executive Committee, shall establish and manage the Association office. The Executive Director shall do or cause to be done on behalf of the Association all actions directed by the Executive Committee and shall have the power to carry on the business of the Association and to do the things necessary to execute the policies, decisions, and instructions of the Executive Committee. The Executive Director or the designee of the Executive Director shall keep all records of the Association, give notice of such meetings at the direction of the President, receive and disburse all moneys of the Association and record same in approved depositories, and at the close of each month, render a financial reconciliation to the Treasurer. The Executive Director shall cause a review of the Associations financial records to be performed at the close of each fiscal year.

## *ARTICLE VII*

### COMMITTEES

The President shall approve members of all standing committees, after consultation with the Chair of each such committee. A majority of the membership of a committee shall constitute a quorum.

#### Section 1.

The Treasurer shall serve as Chair of the Annual Meeting Committee. The committee shall be responsible for the planning, development, coordination, promotion, administration, awards presentation and oversight of the Association's Annual and Mid Year Meetings. The Annual Meeting Committee shall coordinate with the Training and Education Committee regarding training opportunities presented at the meetings.

#### Section 2.

The President-Elect shall serve as Chair of the Legislative Committee. The Committee shall keep abreast of pending legislation which may affect the Association; establish communications with the Legislature; coordinate the development and distribution of proposed legislation; brief the Association membership on matters pertaining to Legislation; and, perform other duties as specified by these Bylaws, the Administrative Policies and Procedures, or as directed by majority vote of the membership.

#### Section 3.

The Secretary shall serve as Chair of the Membership Committee. The committee shall solicit new and renewed membership to the Association. The Committee shall be responsible for the development and execution of an organized approach to the solicitation of potential members for the Association.

#### Section 4.

The Immediate Past-President of the Association shall serve as Chair of the Nominating Committee. The Nominating Committee shall solicit nominees from the membership, confirm interest and qualifications of candidates, and make recommendations to the membership for nominees to serve as officers of the Association.

#### Section 5.

The Parliamentarian shall serve as Chair of the Awards Committee. At a minimum, the Committee shall consist of the Parliamentarian and all the Area Governors. The committee shall be responsible for promoting and managing the Association's Awards Program.

#### Section 6.

The Parliamentarian shall serve as Chair of the Resolution and Bylaws Committee. The committee shall be responsible for receiving, discussing, evaluating and recommending action on all proposed resolution and bylaws changes and additions submitted to the Association.

#### Section 7

The President-Elect shall serve as Chair of the Strategic Planning Committee. The committee shall include, at a minimum, the chairs of the Membership, Annual Meeting, Resolution and Bylaws and Legislative Committees. The committee shall develop, maintain and periodically evaluate the Strategic Plan of the Association.

#### Section 8.

The President shall appoint a Chair of the Training and Education Committee. The committee shall be responsible for the training and education programs and initiatives of the Association.

#### Section 9

The President shall appoint a Chair of the Certification Committee which serves as the Certification Commission for the Association's Certification Program. The committee shall be responsible for promoting and managing the Associations' Certification Program.

#### Section 10.

The President shall appoint a Chair of the Emergency Management Accreditation Program Committee. The committee shall be responsible for promoting attainment of

national emergency management program standards to the membership of the Association.

#### Section 11.

The President shall appoint a Chair of the Mitigation Committee. The committee shall be responsible for the mitigation related programs and initiatives of the Association.

#### Section 12.

The President shall be an ex-officio member of all committees except the Nominating Committee. The President may appoint other committees as is deemed necessary.

#### Section ~~6~~ 13.

Telephone conferencing and other electronic means, may be used as an acceptable form of meeting of a Committee, provided that minutes must be kept by the Chair of the Committee and written copies of the minutes must be approved by the Committee membership prior to presentation to the Board of Directors or to the Association for action.

## *ARTICLE VIII*

### *MEETINGS*

#### Section 1. Regular Meetings of the Association

Regular meetings will be held at least two times each calendar year unless otherwise directed by the Board of Directors. All meetings shall require at least fourteen (14) days notice; however, the Executive Committee may waive this requirement.

#### Section 2. Annual Business Meeting

The regular meeting conducted in conjunction with the Florida Emergency Preparedness Association Annual Meeting shall be known as the Annual Business Meeting. When a FEPA Annual Meeting is not held, the Association's Annual Business Meeting may be conducted at the annual Governor's Hurricane Conference or as directed by a majority vote the Board of Directors.

#### Section 3. Quorum

A quorum during regular business meetings shall be the number of members present.

## *ARTICLE IX*

### *GENERAL POWERS*

The Association shall have the power to rent, purchase or otherwise own or hold property, including beneficial interests therein, either solely or jointly with other organizations; to solicit and receive contributions; to assess and collect dues; to contract with governmental units, persons, firms or other organizations to procure or provide services or to perform functions by either contracting partly or jointly and to pay or receive money therefore; and to do all such other things as are incidental and proper or reasonable and desirable to carry into effect the purposes of the Association.

## *ARTICLE X*

### *PARLIAMENTARY AUTHORITY*

The rules contained in the current edition of "Roberts Rules of Order Newly Revised" shall govern the Association in all cases which are applicable and which are not inconsistent with these Bylaws or the Administrative Policies and Procedures of the Association.

## *ARTICLE XI*

### *AMENDMENT OF BYLAWS*

The bylaws may be amended at a meeting of the Association by a two-thirds vote of Association members present and qualified to vote provided that the amendments have been advertised to the membership at least thirty days prior to the regular meeting.

## *ARTICLE XII*

### *AMENDMENT OF ADMINISTRATIVE POLICIES AND PROCEDURES*

The Administrative Policies and Procedures of the Association shall be consistent with these Bylaws and may be amended by a two-thirds majority vote of the Board of Directors. All revisions to the Administrative Policies and Procedures shall be provided to the general membership within thirty (30) days after being adopted by the Board of Directors.

Revised: February 3, 2010, Daytona Beach, Florida