

**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  
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Approved/Amended by the General Membership  
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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" 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 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 and shall be paid to the Treasurer annually, on January 1.  
If dues are not paid by April 1, 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. **Non-Emergency Management Directors** are ineligible to hold any office **but** enjoy voting privileges **and** any other rights and privileges as may be granted from time-to-time by resolution of the Board of Directors. **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 office, or continue to hold office, unless he/she is an **Emergency Management Director** in good standing.

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:

- a. The Nominating Committee shall present to the membership at its annual meeting, a slate of candidates considered by the committee to be qualified for the offices.
- b. In addition to those nominated by the Nominating Committee, nominations for additional candidates for the offices shall be permitted from the floor.
- c. 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, when 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.
- d. 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 is 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 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 such 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/ Wi TEMA (Wisconsin Tribal Emergency Management Alliance),  
Representatives/Alternates
- b. General Counsel
- c. Immediate Past-President

Section 2. Selection

- a. At least thirty (30) days prior to the annual meeting of the Association, each Wisconsin Emergency Management Region of the State and WiTEMA, shall submit to the Nominating Committee the name of an active member and an alternate, if so requested, of the Association, to serve as its representative(s) on the Board of Directors of the Association. The President shall submit the name(s) furnished by the Nominating Committee to the Board of Directors and subject to confirmation by two-thirds vote of the Board of Directors, the President shall appoint that person(s).
- b. The President and Board of Directors shall take such steps in making said appointments to ensure that representatives will serve a two-year term, with
- c. four (4) representatives being appointed every other year commencing with the year 1997.
- d. 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.

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 a 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 the unexpired term of that office with confirmation of two-thirds vote of the Board of Directors.
- b. If the General Counsel 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 Wisconsin Emergency Management's Regions, a representative from WiTEMA and/or their alternates.

The General Counsel shall be a member of the Board ex-officio.

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 on the second Thursday, bi-monthly, to conduct regular business of the Association at a place designated by the President. Members of the Board of Directors will be notified by the Secretary, by an agenda, at least fifteen (15) days in advance of such meetings.
- 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.

**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. Nominating Committee
  2. Auditing Committee
  3. Conference Committee
  4. Legislative Committee
  5. Membership and information Committee
  6. 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. Nominating Committee
  1. To select nominees for elective offices who have the experience and qualities that meet the needs of the organization.
  2. To interview prospective nominees by telephone, or by mail, and secure their consent to serve if elected.
- b. 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.
- c. Conference Committee

To the maximum extent possible, membership of this committee should represent the region in which the annual conference is to be held.

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 or 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 Annual Meeting of the Association shall be held as determined by the President and the Board of Directors, to include the date, time, and place of the Meeting.

## **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 31<sup>st</sup> 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 by the Secretary 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 of 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 bylaws 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 Referall in Article X, creation of Fiscal Policy and Procedures for the Treasurer.
- 10/11 Referral in Article X, the Board shall not sign agreements regarding funding in lieu of local jurisdictions.**

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