

1 **EMERGENCY MANAGEMENT ASSOCIATION OF TEXAS**
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3 **CONSTITUTION AND BYLAWS AS AMENDED**
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6 **Article I. Name.**
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8 The name of this corporation shall be the Emergency Management Association of
9 Texas, hereafter referred to as EMAT.
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12 **Article II. Not-For-Profit Corporation.**
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14 EMAT is incorporated in the State of Texas.
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17 **Article III. Purposes.**
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- 19 1. The Purpose of EMAT as stated in the articles of incorporation, are:
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- 21 A. EMAT shall enhance public safety through training, and providing
22 support to certification and training programs. This will be
23 accomplished by fostering research, information exchange and
24 educational programs in order to advance the professionalism of
25 persons engaged in emergency management and disaster
26 preparedness.
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 - 28 B. EMAT will establish relationships between public and private
29 agencies, and strengthen intergovernmental, inter-agency and
30 multi-disciplinary liaisons as they relate to integrated,
31 comprehensive emergency management.
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- 33 2. No part of the net earning of EMAT shall inure to the benefit of any
34 private shareholder or any individual. The property of EMAT is irrevocably
35 dedicated to charitable purposes and upon liquidation, dissolution or
36 abandonment of the owner, after providing for the debts and obligation
37 thereof, the remaining assets will not inure to the benefit of any private
38 person but will be donated to the International Association of Emergency
39 Managers (IAEM) Student Scholarship Fund.
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42 **Article IV. Duration.**
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44 The period during which EMAT is to continue as a corporation is perpetual.

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Article V. Membership.

1. Eligibility - EMAT is an equal opportunity corporation open to any individual or organization significantly engaged in or directly supports Emergency Management, Homeland Security, Business Continuity Planning/Continuity of Operations Planning, Civil Defense, or Disaster and emergency preparedness.

2. Member Classes
 - A. "Delegate" membership shall be extended to paid or volunteer members of:
 - (1) Emergency Management, Civil Defense, or Emergency Preparedness (or other named organization with the same mission as these stated organizations) Staff.
 - (2) Private Industry Emergency Management programs.
 - (3) Institutional Emergency Management programs
 - (4) Organizations that support/cooperate with/or partners with an Emergency Management Organization.

Each "Delegate" member shall have one vote.
 - B. "Corporate" membership shall be extended to any Governmental Agency, company, or business which extends its support for EMAT and the concept of public safety. Each "Corporate" membership shall have one vote.
 - C. "Life" membership shall be extended to any individual that has been a delegate member of EMAT in good standing for at least ten (10) years and retires or leaves the profession of emergency management/preparedness. Life membership may be granted by the Board of Directors based on the nominations from any active delegate member. "Life" members shall be non-voting members of the organization.
 - D. "Associate" membership shall be extended by the Board of Directors, to each County Judge within the State of Texas and to the Mayors of all jurisdictions within the State of Texas. "Associate" members shall be non-voting members of the

89 organization. In conjunction with their notification as an
90 "Associate" member of EMAT, they shall be afforded the
91 opportunity to apply for "Delegate" membership in the
92 organization.
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94 E. "Affiliate" membership shall be extended to any individual,
95 governmental or non-profit organization, business or company
96 supporting EMAT and the concept of public safety. "Affiliate"
97 members shall be non-voting members of the organization.
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99 F. "Student" membership shall be extended to any student desiring
100 membership in EMAT. Before membership is granted the student
101 must show an interest in the Emergency Management Profession.
102 "Student" members shall be non-voting members of the
103 organization.
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105 G. "Honorary" membership shall be extended to any individual that
106 the Board or Membership considers worthy of such action.
107 "Honorary" members shall be non-voting members of the
108 organization.
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110 3. Dues and Fees

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112 A. Membership dues are paid consistent with the fiscal year of EMAT;
113 dues and fees shall be paid by January 1 and they are considered
114 delinquent after January 31. All classes of membership forfeit their
115 membership if dues payment is delinquent for a period of one year.
116

117 Dues shall be established in a manner as identified in the
118 Administrative Policies and Procedures and at a level sufficient to
119 cover the Association's administrative costs.
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121 4. Transfer of Membership - Membership in EMAT is not transferable or
122 assigned except when dues are paid from Public Funds.
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124 5. Voting

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126 A. Each voting member, as defined in Article V2, shall be entitled to
127 one vote. Proxy votes will not be recognized. Mail in voting and/or
128 email voting and/or EMAT Web site voting is permitted in
129 accordance with procedures established by the board and is limited
130 to only the general election.
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B. Voting members whose dues are delinquent shall lose their right to vote.

1) Nominations

At least 60 days prior to the general / annual meeting, the Nominating Committee shall submit to the Association Secretary a list of qualified candidates to be elected to the board of directors. The secretary shall then disseminate the list to the membership no later than 45 days prior to the general / annual meeting. The nominating committee will report those names to the membership just prior to the election at the general / annual meeting.

Nominations from the floor shall be accepted from any member in good standing for an office that does not have a candidate identified by the Nominating Committee.

If only one nomination is received for an office, the candidate will be elected by acclamation.

2) Elections

A general election will be held every other year for the purpose of filling positions as identified in Article VI, Section 4.

The Secretary shall prepare the general election ballots prior to conducting the election. Each region's candidates will be listed in alphabetical order by last name on the ballot.

The election at the General Membership meeting will be by secret ballot conducted by the Secretary with the assistance of the Executive Board. The general election ballots will be passed out to the members in attendance with voting privileges specified in Article V, Section 2.

In the cases of the issuance of a regular mail or email ballot, the voting member shall request the regular mail ballot or email ballot from the Secretary no later than 30 days prior to the election. The ballot shall be numbered, and the voting member must sign, or submit the email ballot electronically. Said ballot must be submitted to the Secretary at least ten (10) days prior to the General Membership meeting. Only those ballots received prior to the deadline will be counted.

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3) Results of Balloting or Voting

A majority of votes cast by authorized voting members shall determine the election brought before the general membership, unless the election is one upon which either by law, the Association's article's of incorporation, or these regulations requires a different procedure.

In all cases of a vote by written ballot, the tally of all ballots (including any mail-in ballots received by the specified deadline) shall be supervised by the Sergeant of Arms and at least two (2) voting member appointed by the President to assist. Upon tally, the results shall be reported to the Secretary, and so announced by the President to the General Membership.

When no one candidate for a specific office receives a majority of the votes cast for that office, a run-off election shall be immediately conducted between the two candidates receiving the greatest number of votes. If the result is a tie, the election shall then be decided by the two candidates drawing lots.

4) Term of Office

All terms of office for the elected positions shall commence immediately following the general election and shall continue for the length of time as specified herein in Article VI, Section 4, or until his/her successor is elected or appointed

6. Membership Revocation/ Termination

A. Membership in EMAT shall be revoked or terminated for the following reasons:

- 1) Conviction in a State or Federal Court of Law for any crime punishable by fine or imprisonment in a State or Federal Correctional Institution.
- 2) Revocation of any required license related to Emergency Management or Emergency Response that affects the employment or potential employment of any member of EMAT.

219 3) Failure to abide by the By Laws of EMAT, or intentionally
220 engaging in any conduct or activity regarded as subversive to
221 the purpose and objectives of EMAT.

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223 4) Specific action by the Board of Directors, based either upon
224 its own initiative, or on a recommendation, in writing, by any
225 EMAT member detailing the reason for revocation.

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227 B. When membership revocation/termination action is being
228 considered and prior to such action, the member will be advised of
229 the pending action and accorded the opportunity to request a
230 hearing before the Board of Directors or present written materials
231 to the Board pertaining to the action that may be taken.

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234 **Article VI. Regions.**

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236 1. EMAT is divided into seven (7) regions as follows:

237 Region 1 - DPS Region 1

238 Region 2 - DPS Region 2

239 Region 3 - DPS Region 3

240 Region 4 - DPS Region 4

241 Region 5 - DPS Region 5

242 Region 6 - DPS Region 6 (DPS Region 7 is the State Capitol and is
243 included in EMAT Region 6)

244 Region 7 – DPS Region 8

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247 **Article VII. Board of Directors.**

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249 1. The affairs of EMAT shall be under the control of a Board of Directors; all
250 of whom shall be Delegate class members of EMAT, shall be volunteers
251 and neither paid personnel of EMAT nor any organization receiving
252 financial support from EMAT, shall be of full age, and shall be a citizen of
253 the United States and a resident of the State of Texas. One Corporate
254 member shall also have a seat on the Board of Directors. This member
255 shall be elected by all the Corporate Members.

256
257 2. The Board of Directors shall consist of twenty (20) members (14 regional
258 members, 5 at large members and 1 corporate member) Members will
259 serve a four-year term with a two consecutive term limit. Any board
260 member, elected to an officer position in the seventh year of board
261 membership will be permitted to complete the two year term but will not
262 be eligible for reelection to that or any other office. Previous board

263 members will be eligible for election to the board after a two year absence
264 from board membership.

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266 3. The Board of Directors may select such Ex-Officio members of the Board
267 as deemed appropriate.

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269 4. The voting members shall elect the Regional and at-large Directors.
270 Corporate members shall elect the corporate member of the Board.
271 Regional board members will consist of two (2) members from each of the
272 seven (7) EMAT regions. Regional board positions will remain unseated if
273 a qualified member from the region cannot be found to fill a position. At
274 any given time, no more than four (4) board members may work in
275 (represent) any given region. To provide continuity, the Directors shall be
276 appointed to staggered terms so the entire Board will never be up for re-
277 election at any one time. Starting with the 2005 election, one half of the
278 Board shall be seated every odd numbered calendar year, at the annual
279 meeting of the membership. Any vacant positions on the Board due to
280 lack of a qualified candidate or the departure of a current member may be
281 filled at the annual meeting. Those board members elected to fill vacant
282 positions shall be appointed to the appropriate term of from one (1) to
283 four (4) years. Those appointed to fill a vacant position of two (2) years
284 or less shall be eligible to serve two (2) consecutive four (4) year terms if
285 elected by the membership. During the 2005 calendar year election, 10
286 members will be elected to two year board of director terms and 10
287 members will be elected to four year board of director terms as proposed
288 by the nominations committee.

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290 5. The duties of the Board of Directors shall be to establish the general
291 policies of EMAT and to manage the business and affairs of EMAT.

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293 6. Any Director may be removed by a two-thirds vote of the duly elected
294 Directors whenever, in its judgment, the best interests of the organization
295 would be served.

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298 **Article VIII. Meetings, Notices, Quorum.**

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300 1. The annual meeting of the members of EMAT shall be at such place and
301 on such month, day and hour as the Board of Directors determine.

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303 2. Special meetings of the members for any purpose or purposes may be
304 called pursuant to a resolution of the Board of Directors, and shall be
305 called by the President or Secretary at the request in writing of one-third
306 of the directors in office, or at the written request of one-third of the

307 voting members of EMAT. Such request shall in any case state the
308 purpose or purposes of the proposed meeting. Business transacted at all
309 special meetings shall be confined to the subjects stated in the call and
310 matters germane thereto.

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312 3. Notice of any meeting of the members, annual or special, stating the time
313 when and the place where it is to be held shall be served personally, or by
314 mail, postage prepaid, or by electronic means (fax, electronic mail,
315 telephone message center, etc.) upon each member entitled to vote at
316 such meeting, not less than three (3) or more than forty-five (45) days
317 before the meeting, and if mailed, shall be directed to each member
318 entitled to notice at his/her address as it shall appear on the books and
319 records of EMAT, unless he/she shall have filed with the Secretary of
320 EMAT a written request that notices intended for he/she be mailed to
321 some other address, in which case it shall be mailed to the address
322 designated in such request.

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324 4. The presence in person of not less than ten percent (10%) of the voting
325 members is requisite and shall constitute a quorum at all meetings of
326 members for the election of directors or for the transaction of other
327 business except as otherwise provided by law or by these bylaws. The
328 number of voting members shall be determined by the membership totals
329 in the membership report from the last quarterly Board of Director
330 Meeting. If such number of members shall not be present in person, those
331 present shall have power to adjourn the meeting from time to time,
332 without notice other than announcement at the meeting, until a quorum
333 shall be present, at which time any business may be transacted which
334 might have been transacted at the meeting as originally notified.

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336 5. Any action by a majority of members where a quorum is present shall be
337 the action of the membership of EMAT.

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340 **Article IX. Meetings of Board.**

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342 1. Meetings of the Board of Directors of EMAT shall be held at least twice a
343 year and additional meetings may be held on the call of the President, or
344 if he/she is absent or unable or refuses to act, by any officer, or by any
345 five (5) directors.

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347 2. Notice of any meeting of the directors, regular or special, stating the time
348 when and the place where it is to be held shall be served personally, by
349 mail, postage prepaid, or electronic media upon each director not less
350 than seventy-two (72) hours before the meeting. The notice of any

351 special meeting shall state the purpose or purposes of the proposed
352 meeting. Business transacted at all special meetings shall be confined to
353 the subjects stated in the call and matters germane thereto.

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355 3. Meetings of the Board of Directors can be conducted with members being
356 present in a meeting facility, or connected via conference telephone calls
357 (teleconference) or videoconference facilities or any combination thereof.
358 The presence of not less than one third (1/3) of the directors is requisite
359 and shall constitute action by a majority of directors where a quorum is
360 present and shall be the action of the directors of EMAT.

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362 4. In lieu of a meeting, the directors may take any action which may be
363 taken at a meeting of the Board of Directors by each director signing a
364 consent which sets forth the action to be taken. This action will have the
365 same force and effect as a unanimous vote of the directors taken at a
366 meeting. Such consent shall be filed by the Secretary with the minutes of
367 the proceedings of the Board of Directors.

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370 **Article X. Officers.**

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372 1. The officers of EMAT shall be a President, a Vice-President, a Secretary, a
373 Treasurer and a Sergeant of Arms. Other officers may be elected in
374 accordance with the provisions of this article. The Board of Directors may
375 elect or appoint one or more Vice-Presidents, assistant Secretaries, and/or
376 Treasurers. Such officers will have the authority and perform the duties as
377 prescribed by the Board of Directors.

378

379 2. Commencing in 2011 the officers of EMAT shall be elected every two
380 years (odd numbered) by the Board of Directors at the time of the first
381 board meeting after the general election of Board Members. If the
382 election of officers shall not be held at such meeting, such election shall
383 be held as soon thereafter as may be conveniently possible. Vacancies
384 may be filled or new officers created and filled at any meeting of the
385 Board of Directors. All Officers will serve a two year term and must be
386 Board Members at the time of election. Any officer may hold an indefinite
387 number of terms. Officers holding office on the date of this bylaws change
388 will remain in office until officer elections are held in 2011 unless they
389 resign, are removed, or loose EMAT voting membership.

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391 3. Any officer may be removed by a two-thirds (2/3) vote of the EMAT board
392 whenever, in its judgment, the interests of the organization would be
393 served. The motion to remove a Director will be presented to the
394 Executive Committee. The vote to remove an officer requires a face-to-

- 395 face (meetings conducted using video conferencing facilities are
396 considered face-to-face) meeting of the Directors.
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- 398 4. The President, or in his absence, the First Vice-President shall preside at
399 all meetings of members and of the Board of Directors and shall perform
400 the duties usually devolving upon a presiding officer.
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- 402 5. The President shall be the principal officer of EMAT and shall in general
403 supervise all of the business and affairs of the organization as may be
404 prescribed by the Board of Directors. The President may sign, with
405 approval of the Board of Directors, any deeds, mortgages, bonds,
406 contracts, or other instrument.
407
- 408 6. In the absence of the President, or in the event of the President's inability
409 to act, the First Vice-President shall perform the duties of the President,
410 and when so acting shall have all the powers of and be subject to all of
411 the restrictions upon the President. The First Vice-President shall perform
412 such other duties as from time to time may be assigned by the President
413 or by the Board of Directors.
414
- 415 7. The Secretary shall attend all meetings of the Board of Directors and all
416 annual or special meetings of the members and shall act as clerk of each
417 meeting, recording all votes and the minutes of all proceedings in a book
418 to be kept for the purpose and shall perform like duties for any committee
419 of members if so required by resolution at any annual or special meetings
420 of members. The Secretary shall cause to be given notice of all meetings
421 of members or of the Board of Directors when notice is required by these
422 bylaws, and, if required by resolution at any annual or special meeting of
423 members shall give notice of meetings or committees of members or of
424 the Board of Directors. The Secretary shall have custody of the original
425 copy of the bylaws and amendments thereof.
426
- 427 8. The Treasurer shall be the custodian of all funds and securities of EMAT
428 and shall keep full and accurate accounts of receipts and disbursements
429 of EMAT's financial business and shall deposit all monies and other
430 valuable proceeds in the name and to credit of EMAT in such depositories
431 as may be designated by the Board of Directors. The Treasurer shall
432 disburse the funds as may be ordered by the Board of Directors. The
433 treasurer will attend the Board meetings, or whenever the board or board
434 members may require it, provide an audit accounting of all transactions
435 and a status of the financial condition of EMAT.
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- 437 9. The Sergeant of Arms shall maintain order during the meetings and
438 perform other duties assigned by the president.

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10. The Board of Directors may require the Treasurer, any other officer, or any employee of EMAT to secure a bond, fee paid for by EMAT, in a sum and with one or more sureties satisfactory to the Board of Directors, conditioned upon the faithful performance of the duties of his/her office and for the restoration to EMAT in case of death, resignation, retirement or removal from office of all papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to EMAT.
11. The Board of Directors shall cause the financial records to be audited annually.

Article XI. Committees.

1. The Executive Committee shall consist of the officers of EMAT. Except as otherwise provided by law, it shall have and may exercise the authority of the Board of Directors in the management of EMAT between meetings of the Board of Directors and shall perform any specific function assigned to it by the Board of Directors.
2. The President shall serve as chairman of the Executive Committee. The Executive Committee shall have power to make rules and regulations for the conduct of its business. A majority thereof shall constitute a quorum.
3. The Executive Committee shall keep regular minutes of its proceedings and report same to the Board of Directors. The Executive Committee will annually, prior to the beginning of the new Fiscal Year, prepare the operating budget of EMAT and submit it to the Board for approval.
4. If necessary, a Nomination Committee will be appointed by the President prior to January 1 of each year.
5. The President shall, from time to time, appoint such standing or special committees as are authorized by the Board of Directors. Each committee shall consist of such number of persons as the Board of Directors deems advisable. Any EMAT member (voting/non voting) can serve on committees. All acts of such committees shall be subject to approval of the Board of Directors. The chairpersons of committees who are not already serving on the Board of Directors shall be eligible to attend and advise at all meetings of the Board of Directors.

483 **Article XII. Vacancies.**

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- 485 1. Vacancies in at-large Board of Director positions, whether caused by
486 failure to elect, resignation, death, or otherwise; shall be filled by the
487 remaining Directors, even though less than a quorum, at any stated or
488 special meeting. The appointee will serve the remaining term of the
489 vacated Director.

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491 **Article XIII. Executive Director.**

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493 The Board of Directors may appoint and employ an Executive Director who shall
494 be the general manager and fiscal agent responsible for administration of EMAT's
495 program, finances and personnel within the framework of the policies, principles
496 and practices established by the board. This shall include but not be limited to
497 staffing, job classification and other responsibilities incident to a chief executive
498 officer of a business corporation. He/she shall employ and discharge such staff
499 as he/she deems necessary in accordance with budget provisions and personnel
500 policies and practices authorized by the Board of Directors. He/she shall be
501 responsible for the administrative management of the affairs of EMAT subject to
502 the approval of and direction of the Board of Directors and be responsible to
503 work within an approved budget established by the board. The Executive
504 Director shall report to the President.

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507 **Article XIV. Fiscal Year.**

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509 The fiscal year of EMAT shall be the calendar year.

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512 **Article XV. Nondiscrimination.**

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514 The members, officers, directors, committee members, employees and persons
515 served by EMAT shall be selected entirely on a nondiscriminatory basis with
516 respect to age, sex, race, religion, and national origin.

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519 **Article XVI. Amendments**

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- 521 1. The bylaws of EMAT may be altered or repealed by the members by the
522 vote of the majority present at any annual or special meeting called for
523 that purpose.
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- 525 2. The Board of Directors shall have the power to make, alter, amend or
526 repeal the bylaws of this corporation by a two-thirds (2/3) vote of the

527 entire board at any regular or special meeting thereof where notice of
528 such proposed action has been announced in the notice of such meeting.

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530 3. Any amendments, alterations, changes, additions or deletions from these
531 bylaws, whether made by the members or the Board of Directors, shall be
532 consistent with the laws of this state which define, limit or regulate the
533 powers of EMAT or the directors of EMAT.

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536 **XVII. Coat of Arms.**

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538 The membership will approve the Coat-of-Arms for EMAT. The board is
539 authorized to develop utilization regulations of said design. The board will also
540 establish procedures for the sale of promotional items, approve or reject all
541 applications and associated pricing of any and all promotional items.

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547 The original Bylaws were passed and approved by the Board of Directors of the
548 Emergency Management Association of Texas, State of Texas, on April 3, 1992.
549 Amendments were recommended and approved by the general membership on
550 February 23, 1993. The Board of Directors revised the Bylaws on October 3,
551 1994; October 31, 1995; February 16, 1998; February 1, 1999; February 21,
552 2001; February 11, 2002; March 26, 2003; November 8, 2004; September 20,
553 2007; and July 13, 2009. The original signed copies of the Bylaws and
554 amending documents are maintained by the Secretary.

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