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2 **EMERGENCY MANAGEMENT ASSOCIATION OF TEXAS**

3
4 **CONSTITUTION AND BYLAWS AS AMENDED**

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6
7 **Article I. Name.**

8
9 The name of this corporation shall be the Emergency Management Association of
10 Texas, hereafter referred to as EMAT.
11

12
13 **Article II. Not-For-Profit Corporation.**

14
15 EMAT is incorporated in the State of Texas and is a 501c (6) organization as
16 defined by the Internal Revenue Service.
17

18
19 **Article III. Purposes.**

- 20
21 1. The Purpose of EMAT as stated in the articles of incorporation, are:
22
23 A. EMAT shall enhance public safety through training, and providing
24 support to certification and training programs. This will be
25 accomplished by fostering research, information exchange and
26 educational programs in order to advance the professionalism of
27 persons engaged in emergency management and disaster
28 preparedness.
29
30 B. EMAT will establish relationships between public and private
31 agencies, and strengthen intergovernmental, inter-agency and
32 multi-disciplinary liaisons as they relate to integrated,
33 comprehensive emergency management.
34
35 2. No part of the net earning of EMAT shall inure to the benefit of any
36 private shareholder or any individual. The property of EMAT is irrevocably
37 dedicated to charitable purposes and upon liquidation, dissolution or
38 abandonment of the owner, after providing for the debts and obligation
39 thereof, the remaining assets will not inure to the benefit of any private
40 person but will be donated to the International Association of Emergency
41 Managers (IAEM) Student Scholarship Fund.
42

43
44 **Article IV. Duration.**
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46 The period during which EMAT is to continue as a corporation is perpetual.

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48 **Article V. Membership.**

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

55

56 2. Member Classes

57

58 A. "Delegate" membership shall be extended to paid or volunteer
59 members of:

60

61 (1) Emergency Management, Homeland Security, or Emergency
62 Response (or other named organization with the same
63 mission as these stated organizations) Staff.

64

65 (2) Private Industry Emergency Management programs.

66

67 (3) Institutional Emergency Management programs

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69 (4) Organizations that support/cooperate with/or partners with
70 an Emergency Management Organization.

71

72 Each "Delegate" member shall have one vote.

73

74 B. "Corporate" membership shall be extended by the Board of
75 Directors to any Governmental Agency, company, or business
76 which extends its support for EMAT and the concept of public
77 safety. Each "Corporate" membership shall have one vote.

78

79 C. "Life" membership shall be extended by the Board of Directors to
80 any individual that has been a delegate member of EMAT in good
81 standing for at least ten (10) years and retires or leaves the
82 profession of emergency management/preparedness. Life
83 membership may be granted by the Board of Directors based on
84 the nominations from any active delegate member. "Life" members
85 shall be non-voting members of the organization.

86

87 D. "Associate" membership shall be extended by the Board of
88 Directors, to each County Judge within the State of Texas and to
89 the Mayors of all jurisdictions within the State of Texas.
90 "Associate" members shall be non-voting members of the

91 organization. In conjunction with their notification as an
92 "Associate" member of EMAT, they shall be afforded the
93 opportunity to apply for "Delegate" membership in the
94 organization.

95
96 E. "Affiliate" membership shall be extended by the Board of Directors
97 to any individual, governmental or non-profit organization, business
98 or company supporting EMAT and the concept of public safety.
99 "Affiliate" members shall be non-voting members of the
100 organization.

101
102 F. "Student" membership shall be extended by the Board of Directors
103 to any student desiring membership in EMAT. Before membership
104 is granted the student must show an interest in the Emergency
105 Management Profession. "Student" members shall be non-voting
106 members of the organization.

107
108 G. "Honorary" membership shall be extended by the Board of
109 Directors to any individual that the Board or Membership considers
110 worthy of such action. "Honorary" members shall be non-voting
111 members of the organization.

112
113 3. Dues and Fees

114
115 A. Membership dues are paid consistent with the fiscal year of EMAT;
116 dues and fees shall be paid by January 1 and they are considered
117 delinquent after January 31. All classes of membership forfeit their
118 membership if dues payment is delinquent after six months from
119 original billing date.

120
121 Dues shall be established in a manner as identified in the
122 Administrative Policies and Procedures and at a level sufficient to
123 cover the Association's administrative costs.

124
125 4. Transfer of Membership - Membership in EMAT is not transferable or
126 assigned except when dues are paid from Public Funds.

127
128 5. Voting

129
130 A. Each voting member, as defined in Article V2, shall be entitled to
131 one vote. Proxy votes will not be recognized. Mail in voting and/or
132 email voting is permitted in accordance with procedures established
133 by the board and is limited to only the general election.

135 B. Voting members whose dues are delinquent shall lose their right to
136 vote.

137
138 1) Nominations

139
140 At least 90 days prior to the general / annual meeting, the
141 Nominating Committee shall submit to the Association Secretary
142 a list of qualified candidates to be elected to the board of
143 directors. The secretary shall then disseminate the list to the
144 membership no later than 60 days prior to the general / annual
145 meeting.

146
147
148 Electronic ballots for the purpose of election of new Board
149 Members will be available online 45 days prior to the
150 general/annual meeting. Electronic voting will last for twenty
151 (20) days at which time the electronic votes will be tallied by
152 the Secretary and the Nominating Committee. If a runoff is
153 required, in accordance with paragraph 3 below, the
154 membership will be notified electronically and voting will be
155 open for the runoff for another twenty (20) days.

156
157 If only one nomination is received for an office, the candidate
158 will be elected by acclamation.

159
160 2) Elections

161
162 A general election will be held every other year for the purpose
163 of filling positions as identified in Article VI, Section 4.

164
165 All elections for the Board of Directors will be by electronic web
166 based voting in accordance with procedure3s established by the
167 Board of Directors.

168
169
170
171 In the cases of the issuance of a regular mail or email ballot,
172 the voting member shall request the regular mail ballot or email
173 ballot from the Secretary no later than 30 days prior to the
174 election. The ballot shall be numbered, and the voting member
175 must sign, or submit the email ballot electronically. Said ballot
176 must be submitted to the Secretary at least ten (10) days prior
177 to the General Membership meeting. Only those ballots
178 received prior to the deadline will be counted.

179

180 3) Results of Balloting or Voting

181
182 A majority of votes cast by authorized voting members shall
183 determine the election brought before the general membership,
184 unless the election is one upon which either by law, the
185 Association's article's of incorporation, or these regulations
186 requires a different procedure.

187
188 In all cases of a vote by written ballot or electronic web based
189 voting, the tally of all ballots (including any mail-in ballots
190 received by the specified deadline) shall be supervised by the
191 Sergeant of Arms and at least two (2) voting member appointed
192 by the President to assist. Upon tally, the results shall be
193 reported to the Secretary, and so announced by the President
194 to the General Membership.

195
196 When no one candidate for a specific office receives a plurality
197 of the votes cast for that office, a run-off election shall be
198 immediately conducted between the two candidates receiving
199 the greatest number of votes. If the result is a tie, the election
200 shall then be decided by the two candidates drawing lots at the
201 General Membership Meeting.

202
203 4) Term of Office

204
205 All terms of office for the elected positions shall commence
206 immediately following the general election and shall continue for
207 the length of time as specified herein in Article VI, Section 4, or
208 until his/her successor is elected or appointed

209
210 6. Membership Revocation/ Termination

211
212 A. Membership in EMAT shall be revoked or terminated for the
213 following reasons:

214
215 1) Conviction in a State or Federal Court of Law for any crime
216 punishable by fine or imprisonment in a State or Federal
217 Correctional Institution.

218
219 2) Revocation of any required license related to Emergency
220 Management or Emergency Response that affects the
221 employment or potential employment of any member of
222 EMAT.

223

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

227
228 4) Specific action by the Board of Directors, based either upon
229 its own initiative, or on a recommendation, in writing, by any
230 EMAT member detailing the reason for revocation.

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

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238
239 **Article VI. Regions.**

- 240
241 1. EMAT is divided into seven (7) regions as follows:
242 Region 1 - DPS Region 1
243 Region 2 - DPS Region 2
244 Region 3 - DPS Region 3
245 Region 4 - DPS Region 4
246 Region 5 - DPS Region 5
247 Region 6 - DPS Region 6 (DPS Region 7 is the State Capitol and is
248 included in EMAT Region 6)
249 Region 7 – DPS Region 8

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252 **Article VII. Board of Directors.**

- 253
254 1. The affairs of EMAT shall be under the control of a Board of Directors; all
255 of whom shall be Delegate class members of EMAT, shall be volunteers
256 and neither paid personnel of EMAT nor any organization receiving
257 financial support from EMAT, at least 18 years of age, and shall be a
258 citizen of the United States and a resident of the State of Texas. One
259 Corporate member shall also have a seat on the Board of Directors. This
260 member shall be elected by all the Corporate Members.
- 261
262 2. The Board of Directors shall consist of 14 regional members, 4 at large
263 members, 1 corporate member and the Immediate Past President)
264 Members will serve a four-year term with a two consecutive term limit.
265 Any board member, elected to an officer position in the seventh year of
266 board membership will be permitted to complete the two year term but
267 will not be eligible for reelection to that or any other office. Previous
268 board members will be eligible for election to the board after a two year

269 absence from board membership with the exception of the Immediate
270 Past President.

271
272 3. The Board of Directors may select such Ex-Officio members of the Board
273 as deemed appropriate.

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

295
296 5. The duties of the Board of Directors shall be to establish the general
297 policies of EMAT and to manage the business and affairs of EMAT.

298
299 6. Any Director may be removed by a two-thirds vote of the duly elected
300 Directors whenever, in its judgment, the best interests of the organization
301 would be served.

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

305
306 1. The annual meeting of the members of EMAT shall be at such place and
307 on such month, day and hour as the Board of Directors determine.

308
309 2. Special meetings of the members for any purpose or purposes may be
310 called pursuant to a resolution of the Board of Directors, and shall be
311 called by the President or Secretary at the request in writing of one-third
312 of the directors in office, or at the written request of one-third of the
313 voting members of EMAT. Such request shall in any case state the

314 purpose or purposes of the proposed meeting. Business transacted at all
315 special meetings shall be confined to the subjects stated in the call and
316 matters germane thereto.

317

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

329

330 4. The presence in person of not less than one percent (1%) of the voting
331 members is requisite and shall constitute a quorum at all meetings of
332 members for the election of directors or for the transaction of other
333 business except as otherwise provided by law or by these bylaws. If such
334 number of members shall not be present in person, those present shall
335 have power to adjourn the meeting from time to time, without notice
336 other than announcement at the meeting, until a quorum shall be present,
337 at which time any business may be transacted which might have been
338 transacted at the meeting as originally notified.

339

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

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343

344 **Article IX. Meetings of Board.**

345

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

350

351 2. Notice of any meeting of the directors, regular or special, stating the time
352 when and the place where it is to be held shall be served personally, by
353 mail, postage prepaid, or electronic media upon each director not less
354 than seventy-two (72) hours before the meeting. The notice of any special
355 meeting shall state the purpose or purposes of the proposed meeting.
356 Business transacted at all special meetings shall be confined to the
357 subjects stated in the call and matters germane thereto.

358

- 359 3. Meetings of the Board of Directors can be conducted with members being
360 present in a meeting facility, or connected via conference telephone calls
361 (teleconference) or videoconference facilities or any combination thereof.
362 The presence of not less than one third (1/3) of the directors is requisite
363 and shall constitute action by a majority of directors where a quorum is
364 present and shall be the action of the directors of EMAT.
365
- 366 4. In lieu of a meeting, the directors may take any action which may be
367 taken at a meeting of the Board of Directors by each director signing a
368 consent which sets forth the action to be taken. This action will have the
369 same force and effect as a unanimous vote of the directors taken at a
370 meeting. Such consent shall be filed by the Secretary with the minutes of
371 the proceedings of the Board of Directors.
372
373

374 **Article X. Officers.**

- 375
- 376 1. The officers of EMAT shall be a President, a Vice-President, a Secretary, a
377 Treasurer and a Sergeant of Arms. Other officers may be elected in
378 accordance with the provisions of this article. The Board of Directors may
379 elect or appoint one or more Vice-Presidents, assistant Secretaries, and/or
380 Treasurers. Such officers will have the authority and perform the duties as
381 prescribed by the Board of Directors.
382
- 383 2. The officers of EMAT shall be elected every two years by the Board of
384 Directors at the time of the annual meeting of the membership. If the
385 election of officers shall not be held at such meeting, such election shall
386 be held as soon thereafter as may be conveniently possible. Vacancies
387 may be filled or new officers created and filled at any meeting of the
388 Board of Directors. All Officers will serve a two year term. . Any officer
389 may hold an indefinite number of terms.
390
- 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.
397
- 398 4. The President, or in his/her absence, the Vice-President or Immediate Past
399 President shall preside at all meetings of members and of the Board of
400 Directors and shall perform the duties usually devolving upon a presiding
401 officer.
402

- 403 5. The President shall be the principal officer of EMAT and shall in general
404 supervise all of the business and affairs of the organization as may be
405 prescribed by the Board of Directors. The President may sign, with
406 approval of the Board of Directors, any deeds, mortgages, bonds,
407 contracts, or other instrument.
408
- 409 6. In the absence of the President, or in the event of the President's inability
410 to act, the First Vice-President shall perform the duties of the President,
411 and when so acting shall have all the powers of and be subject to all of
412 the restrictions upon the President. The First Vice-President shall perform
413 such other duties as from time to time may be assigned by the President
414 or by the Board of Directors.
415
- 416 7. The Secretary shall attend all meetings of the Board of Directors and all
417 annual or special meetings of the members and shall act as clerk of each
418 meeting, recording all votes and the minutes of all proceedings in a book
419 to be kept for the purpose and shall perform like duties for any committee
420 of members if so required by resolution at any annual or special meetings
421 of members. The Secretary shall cause to be given notice of all meetings
422 of members or of the Board of Directors when notice is required by these
423 bylaws, and, if required by resolution at any annual or special meeting of
424 members shall give notice of meetings or committees of members or of
425 the Board of Directors. The Secretary shall have custody of the original
426 copy of the bylaws and amendments thereof.
427
- 428 8. The Treasurer shall be the custodian of all funds and securities of EMAT
429 and shall keep full and accurate accounts of receipts and disbursements of
430 EMAT's financial business and shall deposit all monies and other valuable
431 proceeds in the name and to credit of EMAT in such depositories as may
432 be designated by the Board of Directors. The Treasurer shall disburse the
433 funds as may be ordered by the Board of Directors. The treasurer will
434 attend the Board meetings, or whenever the board or board members
435 may require it, provide an audit accounting of all transactions and a status
436 of the financial condition of EMAT.
437
- 438 9. The Sergeant of Arms shall maintain order during the meetings and
439 perform other duties assigned by the president.
440
- 441 10. The Board of Directors may require the Treasurer, any other officer, or
442 any employee of EMAT to secure a bond, fee paid for by EMAT, in a sum
443 and with one or more sureties satisfactory to the Board of Directors,
444 conditioned upon the faithful performance of the duties of his/her office
445 and for the restoration to EMAT in case of death, resignation, retirement
446 or removal from office of all papers, vouchers, money and other property

447 of whatever kind in his/her possession or under his/her control belonging
448 to EMAT.

449
450 11. The Board of Directors shall cause the financial records to be internally
451 audited annually.

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453

454 **Article XI. Committees.**

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456 1. The Executive Committee shall consist of the officers of EMAT and the
457 Immediate Past President. Except as otherwise provided by law, it shall
458 have and may exercise the authority of the Board of Directors in the
459 management of EMAT between meetings of the Board of Directors and
460 shall perform any specific function assigned to it by the Board of
461 Directors.

462

463 2. The President shall serve as chairman of the Executive Committee. The
464 Executive Committee shall have power to make rules and regulations for
465 the conduct of its business. A majority thereof shall constitute a quorum.

466

467 3. The Executive Committee shall keep regular minutes of its proceedings
468 and report same to the Board of Directors. The Executive Committee will
469 annually, prior to the beginning of the new Fiscal Year, prepare the
470 operating budget of EMAT and submit it to the Board for approval.

471

472 4. If necessary, a Nomination Committee will be appointed by the President
473 prior to January 1 of each year.

474

475 5. The President shall, from time to time, appoint such standing or special
476 committees as are authorized by the Board of Directors. Each committee
477 shall consist of such number of persons as the Board of Directors deems
478 advisable. Any EMAT member (voting/non voting) can serve on
479 committees. All acts of such committees shall be subject to approval of
480 the Board of Directors. The chairpersons of committees who are not
481 already serving on the Board of Directors shall be eligible to attend
482 and advise at all meetings of the Board of Directors.

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485 **Article XII. Vacancies.**

486

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

492 **Article XIII. Executive Director.**

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

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508 **Article XIV. Fiscal Year.**

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

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513 **Article XV. Nondiscrimination.**

514
515 The members, officers, directors, committee members, employees and persons
516 served by EMAT shall be selected entirely on a nondiscriminatory basis regardless
517 of race, creed, sex, national origin, age, religion, disability, marital status, or any
518 other classification protected by law.

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521 **Article XVI. Amendments**

- 522
- 523 1. The bylaws of EMAT may be altered or repealed by the members by the
524 vote of the majority present at any annual or special meeting called for
525 that purpose.
526
 - 527 2. The Board of Directors shall have the power to make, alter, amend or
528 repeal the bylaws of this corporation by a two-thirds (2/3) vote of the
529 entire board at any regular or special meeting thereof where notice of
530 such proposed action has been announced in the notice of such meeting.
531
 - 532 3. Any amendments, alterations, changes, additions or deletions from these
533 bylaws, whether made by the members or the Board of Directors, shall be
534 consistent with the laws of this state which define, limit or regulate the
535 powers of EMAT or the directors of EMAT.
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XVII. Coat of Arms.

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

The original Bylaws were passed and approved by the Board of Directors of the Emergency Management Association of Texas, State of Texas, on April 3, 1992. Amendments were recommended and approved by the general membership on February 23, 1993. The Board of Directors revised the Bylaws on October 3, 1994; October 31, 1995; February 16, 1998; February 1, 1999; February 21, 2001; February 11, 2002; March 26, 2003; November 8, 2004; September 20, 2007; and August 29, 2010. The original signed copies of the Bylaws and amending documents are maintained by the Secretary.