

**EMERGENCY MANAGEMENT ASSOCIATION OF TEXAS**  
**CONSTITUTION AND BYLAWS AS AMENDED**

**Article I. Name**

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

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

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

**Article III. Purposes**

1. The Purpose of EMAT as stated in the articles of incorporation, are:
  - A. EMAT shall enhance public safety through training, and providing support to certification and training programs. This will be accomplished by fostering best practices, information exchange, and promoting professional leadership, and educational programs in order to advance the professionalism of persons engaged in emergency management and disaster preparedness.
  - B. EMAT will establish relationships between public and private agencies, and strengthen intergovernmental, inter-agency and multi-disciplinary liaisons as they relate to integrated, comprehensive emergency management.
2. No part of the net earnings of EMAT shall be used to the benefit of any private shareholder or any individual. The property of EMAT is irrevocably dedicated to charitable purposes and upon liquidation, dissolution, or abandonment of the owner, after providing for the debts and obligation thereof, the remaining assets will not be used to the benefit of any private person but will be donated to the International Association of Emergency Managers (IAEM) Student Scholarship Fund.

**Article IV. Duration**

The period during which EMAT is to continue as a corporation is perpetual.

## Article V. Membership

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

2. Member Classes

### Voting Members

A. "Delegate" membership will be determined by professional location and shall be extended to paid or volunteer members of:

- (1) Emergency Management, Homeland Security, or Emergency Response (or other named organization with the same mission as these stated organizations) Staff.
- (2) Private Sector Emergency Management programs.
- (3) Institutions of Higher Education Emergency Management programs
- (4) Non-Governmental Organizations that support/cooperate with or partner with an Emergency Management organization.

Each "Delegate" member shall have one vote.

B. "Corporate" membership shall be extended by the Board of Directors 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.

### Non-Voting Members

C. "Life" membership shall be extended by the Board of Directors 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.

D. "Affiliate" membership shall be extended by the Board of Directors, to each County Judge and Mayors, as defined by Texas Government Code 418, of all jurisdictions within the State of Texas and any individual, governmental, or non-profit organization, business, or company supporting EMAT and the concept of public safety. In conjunction with their notification as an "Affiliate" member of EMAT, they shall be afforded the opportunity to apply for "Delegate" membership in the organization.

E. "Student" membership shall be extended by the Board of Directors to any student desiring membership in EMAT. Student membership is available up to six years to anyone enrolled in a post-secondary institution, studying emergency management or a

related field. Students must be enrolled full-time, or enrolled part-time and not working full-time. Extensions to the six-year limitation and exceptions to the work limitation may be requested.

3. Dues and Fees

- A. Membership dues are paid consistent with the fiscal year of EMAT. All dues and fees shall be paid by January 1 of each year and are considered delinquent after January 31. All classes of membership forfeit active membership status if dues payment is delinquent.
  - 1. Late charges will be assessed on delinquent dues as follows:
    - a. 25 percent if delinquent between 31 to 60 days,
    - b. 50 percent if delinquent between 61 to 90 days,
    - c. 75 percent if delinquent 90 to 120 days.
- B. Dues shall be established in a manner as identified in the Administrative Policies and Procedures and at a level sufficient to cover the Association's administrative costs.
- C. Active membership is required to acquire and maintain the Texas Emergency Manager Certification.

4. Transfer of Membership - Membership in EMAT is not transferable and cannot be reassigned.

5. Voting

- A. Each voting member, as defined in Article V2, shall be entitled to one vote. Proxy votes will not be recognized. Electronic voting is permitted in accordance with procedures established by the Board of Directors and the Bylaws.
- B. Voting members whose dues are delinquent shall lose their right to vote.

1) Nominations

At least 90 days prior to the general/annual meeting, the Nominations Committee shall submit to the Secretary/Executive Director a list of qualified candidates to be elected to the Board of Directors. The Secretary/Executive Director shall then disseminate the list to the membership no later than 60 days prior to the general/annual meeting.

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

2) Elections

A general election will be held each even-numbered year for the purpose of filling positions as identified in Article VI, Section 4.

All elections for the Board of Directors will be by web based in accordance with procedures established by the Board of Directors.

3) Results of 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 articles of incorporation, or these regulations requires a different procedure.

Upon tally, voting results shall be reported by the Secretary/Executive Director to the President, and so announced by the President to the General Membership.

When no one candidate for a specific office receives fifty percent (50%) plus one of the votes cast for that office, a run-off election shall be immediately conducted between the two candidates receiving the largest number of votes. If the run-off result is a tie, the two candidates drawing lots at the General Membership Meeting shall decide the election.

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 or any crime of moral turpitude.
- 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
- 3) Failure to abide by the by Laws of EMAT, or intentionally engaging in any conduct or activity regarded as subversive to the purpose and objectives of EMAT

- 4) Specific action by the Board of Directors, based either upon its own initiative, or on a recommendation, in writing, by any EMAT member detailing the reason for revocation
- B. When membership revocation/termination action is being considered and prior to such action, the member will be advised of the pending action and afforded the opportunity to request a hearing before the Board of Directors or present written materials to the Board pertaining to the action that may be taken. The member shall be allowed ten (10) calendar days to respond to the revocation/termination.

## **Article VI. Regions**

EMAT is a statewide organization divided into six (6) Texas Department of Public Safety Regions, excluding the Capitol Complex, which is located in Travis County, and is to be included in Region 6. The county groupings within each region are as follows:

Region 1 – Anderson, Bowie, Camp, Cass, Cherokee, Collin, Cooke, Dallas, Delta, Denton, Ellis, Erath, Fannin, Franklin, Grayson, Gregg, Harrison, Henderson, Hood, Hopkins, Hunt, Johnson, Kaufman, Lamar, Marion, Morris, Navarro, Panola, Palo Pinto, Parker, Rains, Red River, Rockwall, Rusk, Smith, Somervell, Tarrant, Titus, Upshur, Van Zandt, Wise, Wood

Region 2 – Angelina, Austin, Brazoria, Brazos, Burleson, Chambers, Colorado, Fort Bend, Galveston, Grimes, Hardin, Harris, Houston, Jasper, Jefferson, Leon, Liberty, Madison, Matagorda, Montgomery, Nacogdoches, Newton, Orange, Polk, Robertson, Sabine, San Augustine, San Jacinto, Shelby, Trinity, Tyler, Walker, Waller, Washington, Wharton

Region 3 – Aransas, Bee, Brooks, Cameron, Dewitt, Duval, Edwards, Hidalgo, Jim Wells, Kenedy, Kinney, Kleberg, La Salle, Live Oak, Maverick, Nueces, Real, Refugio, San Patricio, Starr, Uvalde, Val Verde, Webb, Willacy, Zapata, Zavala

Region 4 – Andrew, Borden, Brewster, Coke, Concho, Crane, Crockett, Culberson, Dawson,, Ector, El Paso, Gaines, Glasscock, Howard, Hudspeth, Irion, Jeff Davis, Kimble,, Loving, Mason, Martin, McColloch, Menard, Midland, Pecos, Presidio, Reagan, Reeves, Runnels, Schleicher, Sterling, Sutton, Terrell, Tom Green, Upton, Ward, Winkler

Region 5 – Archer, Armstrong, Bailey, Baylor, Briscoe, Brown, Callahan, Carson, Castro, Childress, Clay, Cochran, Coleman, Collingsworth, Comanche, Cottle, Crosby, Dallam, Deaf Smith, Dickens, Donley, Eastland, Fisher, Floyd, Foard, Garza, Gray, Hale, Hall, Hansford, Hardeman, Hartley, Haskell, Hemphill, Hockley, Hutchinson, Jack, Jones, Kent, King, Knox, Lamb, Lipscomb, Lubbock, Lynn, Mitchell, Montague, Moore, Motley, Nolan, Ochiltree, Oldham, Parmer, Potter, Randall, Roberts, Runnels, Schurry, Shackelford, Sherman, Stephens, Stonewall, Swisher, Taylor, Terry, Throckmorton, Wheeler, Wichita, Wilbarger, Yoakum, Young

Region 6 – Atascosa, Bandera, Bastrop, Bell, Bexar, Blanco, Bosque, Burnet, Caldwell, Calhoun, Comal, Coryell, DeWitt, Falls, Freestone, Frio, Gillespie, Goliad, Gonzalez, Guadalupe, Hamilton, Hayes, Hill, Jackson, Karnes, Kendall, Kerr, Lampasas, Lavaca, Lee, Limestone, Llano, McMullen, Medina, McLennan, Milam, Mills, San Saba, Travis, Victoria, Williamson, Wilson

See Addendum 1 for a map depicting the above regions.

#### **Article VII. Board of Directors**

1. The affairs of EMAT shall be under the control of a Board of Directors; all of whom shall be Delegate class members of EMAT, shall be volunteers and neither paid personnel of EMAT nor any organization receiving financial support from EMAT, at least 18 years of age, and shall be a citizen of the United States and a resident of the State of Texas. One Corporate member shall also have a seat on the Board of Directors. This member shall be elected by all the Corporate Members.
2. The duties of the Board of Directors shall be to establish the general policies of EMAT and to manage the business affairs of EMAT.
3. The Board of Directors shall consist of 12 regional members, 4 at large members, and 1 corporate member. Members will serve a four-year term with a two consecutive term limit. Any board member, elected to an officer position in the seventh year of board membership will be permitted to complete the two-year term but will not be eligible for reelection to that or any other office. Previous board members will be eligible for election to the board after a two-year absence from board membership.
4. The Board of Directors may select such *Ex-Officio* members of the Board as deemed appropriate. The Director of the State Emergency Management Authority and the Immediate Past President of EMAT shall serve as *Ex-Officio* members of the Board of Directors.
5. The voting members shall elect the Regional and at-large Directors. Corporate members shall elect the Corporate member of the Board.

Regional board members will consist of two (2) members from each of the six (6) EMAT regions. Regional board positions will remain unseated if a qualified member from the region cannot be found to fill a position. At any given time, no more than four (4) board members may work in (represent) any given region. To provide continuity, the Directors shall be appointed to staggered terms so the entire Board will never be up for re- election at any one time.

Any vacant positions on the Board due to lack of a qualified candidate or the departure of a current member may be filled at the annual meeting. Those board members elected to fill vacant positions shall be appointed to the appropriate term of from one (1) to four (4) years. Those appointed to fill a vacant position of two (2) years or less shall be eligible to serve two (2) consecutive four (4) year terms if elected by the membership. During the 2005 calendar year election, 10 members were elected to two-year board of director terms and 10 members were elected to four-year board of director terms as proposed by the nominations committee to create overlapping terms and biennial elections (every two years).

Electronic ballots for the purpose of election of new Board Members will be available online 45 days prior to the general/annual meeting. Electronic voting will last for twenty (20) days, at which time the electronic votes will be tallied by the Secretary and the Nominating Committee.

If a runoff is required, in accordance with paragraph 3 below, the membership will be notified electronically and voting will be open for the runoff for another twenty (20) days.

6. Any Director, and/or Officer, may be removed by a two-thirds vote of the duly elected Directors whenever, in its judgment, the best interests of the organization would be served.
7. Any Director, and/or Officer, who moves out of the region they represent, forfeits his/her elected position.

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

1. The annual meeting of the members of EMAT shall be at such place and on such month, day and hour as the Board of Directors determine.
2. Special meetings of the members for any purpose or purposes may be called pursuant to a resolution of the Board of Directors, and shall be called by the President or Secretary at the request in writing of one-third of the directors in office, or at the written request of one-third of the voting members of EMAT. Such request shall in any case state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.
3. Notice of any meeting of the members, annual or special, stating the meeting time, date and location shall be served by electronic means (fax, electronic mail, telephone message center, etc.) to each member entitled to vote at such meeting, not less than three (3) or more than forty-five (45) days before the meeting. If mailed, notice shall be directed to each entitled at his/her address as it appears on the books and records of EMAT, unless he/she has filed with the Secretary of EMAT a written request that notices intended for he/she be mailed to some other address, in which case it shall be mailed to the address designated in such request.
4. The presence in person of not less than ten percent (10%) of the voting members is requisite and shall constitute a quorum at all meetings of members for the election of directors or for the transaction of other business except as otherwise provided by law or by these bylaws. If such number of members is not present in person, those present shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present, at which time any business may be transacted which might have been transacted at the meeting as originally notified.
5. Any action by a majority of members where a quorum is present shall be the action of the membership of EMAT.

#### **Article IX. Meetings of Board**

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

2. Notice of any meeting of the directors, regular or special, stating the meeting time, date, and location shall be served personally, by mail, postage prepaid, or electronic media upon each director not less than seventy-two (72) hours before the meeting. The notice of any special meeting shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.
3. Meetings of the Board of Directors may be conducted with members being present in a meeting facility, connected via conference telephone call (teleconference), video-conference facilities or any combination thereof. The presence of not less than one-third (1/3) of the directors is requisite and shall constitute action by a majority of directors where a quorum is present and shall be the action of the directors of EMAT.
4. In lieu of a meeting, the directors may take any action which may be taken at a meeting of the Board of Directors by each director signing a consent which sets forth the action to be taken. This action will have the same force and effect as a unanimous vote of the directors taken at a meeting. Such consent shall be filed by the Secretary with the minutes of the proceedings of the Board of Directors.

#### **Article X. Officers**

1. The officers of EMAT shall be a President, a Vice-President, a Secretary, a Treasurer, and a Sergeant of Arms. Other officers may be elected in accordance with the provisions of this article. Delinquent members shall be unable to hold an officer position.
2. The officers of EMAT shall be elected every two years at the annual meeting by the general membership through a popular vote process. Members must be present to vote; voting-by-proxy is prohibited. If the election of officers shall not be held at the annual meeting, such election shall be held as soon thereafter as may be conveniently possible. Vacancies may be filled or new officers created and filled at any time through electronic voting of the general membership after nominations are submitted by the Board of Directors. All Officers will serve a two-year term. Any officer may hold an indefinite number of terms.
3. Any officer may be removed by a two-thirds (2/3) vote of the EMAT board whenever, in its judgment, the interests of the organization would be served. The motion to remove a Director will be presented to the Executive Committee. The vote to remove an officer requires a face-to-face meeting of the Directors (meetings conducted using video conferencing facilities are considered face-to-face) meeting of the Directors.
4. The President, or in his/her absence, the Vice-President shall preside at all meetings of members and of the Board of Directors and shall perform the duties usually devolving upon a presiding officer.
5. The President shall be the principal officer of EMAT and shall in general supervise all of the business and affairs of the organization as may be prescribed by the Board of Directors. The President may sign, with approval of the Board of Directors, any deeds, mortgages, bonds,



contracts, or other instrument.

6. In the absence of the President, or in the event of the President's inability to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all of the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.
7. The Secretary shall attend all meetings of the Board of Directors and all annual or special meetings of the members and shall act as clerk of each meeting, recording all votes and the minutes of all proceedings in a book to be kept for the purpose and shall perform like duties for any committee of members if so required by resolution at any annual or special meetings of members. The Secretary shall cause to be given notice of all meetings of members or of the Board of Directors when notice is required by these bylaws, and, if required by resolution at any annual or special meeting of members shall give notice of meetings or committees of members or of the Board of Directors. The Secretary shall have custody of the original copy of the bylaws and amendments thereof.
8. The Treasurer shall be the custodian of all funds and securities of EMAT and shall keep full and accurate accounts of receipts and disbursements of EMAT's financial business and shall deposit all monies and other valuable proceeds in the name and to credit of EMAT in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds as may be ordered by the Board of Directors. The treasurer will attend the Board meetings, or whenever the board or board members may require it, provide an audit accounting of all transactions and a status of the financial condition of EMAT.
9. The Sergeant of Arms/Parliamentarian shall maintain order during the meetings and perform other duties assigned by the president.
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 internally audited annually.

#### **Article XI. Committees**

1. The Executive Committee shall consist of the officers of EMAT, and the Immediate Past President, and the Executive Director; both of which are non-voting members. . Except as otherwise provided by law, the Executive Committee 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 chairperson 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. When necessary, for election purposes, 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. A committee chair may decide committee members at his/her discretion. 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.

#### **Article XII. Vacancies**

1. Vacancies in at-large Board of Director positions, whether caused by failure to elect, resignation, death, or otherwise; shall be filled by the remaining Directors, even though less than a quorum, at any stated or special meeting. The appointee will serve the remaining term of the vacated Director.
2. Vacancies in regional Board of Director positions, whether caused by failure to elect, resignation, death, or otherwise; shall be filled by vote of the remaining Directors, even though less than a quorum, at any stated or special meeting. A recommended appointee must be a member in good standing of the organization, from the region with the vacancy, and willing to fulfill the responsibilities of a Director. The appointee will serve the remaining term of the vacated Director.

#### **Article XIII. Executive Director**

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

**Article XIV. Fiscal Year**

The fiscal year of EMAT shall be the calendar year.

**Article XV. Nondiscrimination**

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

**Article XVI. Amendments**

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

**XVII. Logo/Seal**

The membership will approve the logo/seal 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, and 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; and September 20, 2007; August 29, 2010; July 24, 2012; and October 5, 2017 The original signed copies of the Bylaws and amending documents are maintained by the Executive Director.



# ADDENDUM 1

## EMAT REGIONS

