



ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION

Constitution & By-Laws

An Illinois Not for Profit Corporation

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION
Constitution & By-Laws
Table of Contents

INDEX	SUBJECT	PAGE
	Table of Contents	1
	Record of Change	4
Article I	Identity and Scope	5
Article II	Purpose and Objectives	5
Article III	Section 1 – Purpose	5
	Section 2 - Objectives	6
	Membership & Membership Dues	6
	Section 1 – Membership Qualifications	6
	Section 2 – Dues & Assessments	7
	Section 3 – Removal of Member	7
Article IV	Voting Rights	7
	Section 1 – Voting Rights	7
	Section 2 – Voting Membership	7
	Section 3 – Proxy/Absentee Voting	7
Article V	Officers of the Association	8
	Section 1 – Membership	8
	Section 2 – Qualifications for Elective/Appointive Office	9
	Section 3 – Method of Selection	9
	Section 4 – Term of Office	10
	Section 5 – Vacancy in Office	10
	Section 6 – Meetings	11
	Section 7 – Special Authority	11
	Section 8 – Quorum	11
	Section 9 – Removal of Member	12
	Section 10 – Removal of Elected Officer	12
Article VI	Duties and Responsibilities	12
	Section 1 – President	12
	Section 2 – Vice-President	12
	Section 3 – Immediate Past President	12

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION
Constitution & By-Laws

	Section 4 – Regional Vice-President	12
	Section 5 – Secretary	13
	Section 6 – Treasurer	13
	Section 7 – Sergeant-at-Arms	13
Article VII	Executive Board	14
	Section 1 – Membership	14
	Section 2 – Meetings	14
	Section 3 – Special Authority	15
	Section 4 – Quorum	15
Article VIII	Committees & Commissions	15
	Section 1 – Committees, Appointment of	15
	Section 2 – Ex-Officio Membership	15
	Section 3 – Committee Quorum	15
	Section 4 – Types of Committees	16
	Section 5 – Specific Committee Composition	16
	Section 6 – Commissions	17
Article IX	Meetings of the Association Membership	17
	Section 1 – Regular Meetings	17
	Section 2 – Annual Meeting	17
	Section 3 – Special Meetings	17
	Section 4 – Quorum	18
Article X	Fiscal Responsibility	18
Article XI	Parliamentary Authority	18
Article XII	Amendment and Revision Procedure	18
Article XIII	Disclaimer of Endorsements	19
Article XIV	Revocation	19
Article XV	Miscellaneous	19
	Section 1 – Definitions	19
	Section 2 – Validity	20

**ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION
Constitution & By-Laws**

Article XVI	Regional Charter	20
	Section 1 – Regional Organizations	20
	Section 2 – Annual Charter Fee	20
	Section 3 – Charter Revoked	20
	Section 4 – Fund Raising	20
Article XVII	Administrative Policies & Procedures	21
Article XVIII	Effective Date/Approval	22

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION
Constitution & By-Laws
Record of Change

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ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION
Constitution & By-Laws

ARTICLE I- IDENTITY & SCOPE OF THE ORGANIZATION

The organization described in this document is the Illinois Emergency Services Management Association, a non-profit organization incorporated by and under the laws of the State of Illinois. The Association shall consist of representatives of political subdivisions within the state as accorded recognition by the Illinois Emergency Management Agency Act of 1994, or revisions of such Act, and life and honorary members and representatives from the ranks of industrial, commercial and educational institutions as may receive recognition under the Constitution and By-Laws of the Association. Within the territorial limits of the State of Illinois, this Association shall be sectioned into regional or geographical patterns as established by the Illinois Emergency Services Management Association Executive Board as established by the Association Policies and Procedures.

ARTICLE II - PURPOSE & OBJECTIVES

The broad objectives of the Illinois Emergency Services Management Association are to assist local, county, and regional governments as well as the private sector, and not for profit entities in maintaining effective, efficient, and professional emergency management, disaster management, continuity of operations, and disaster management programs; to be an advocate of the National Incident Management System and Homeland Security Initiatives; and, through research, educational and informational programs, to advance the professional standards of the emergency management field. Within these broad objectives, the Association has as its purposes:

Section 1 – Purpose:

- A. To support communities by coordinating and integrating all activities necessary to build, sustain, and improve the capability to mitigate against, prepare for, respond to, and recover from threatened or actual natural disasters, acts of terrorism, or other man-made disasters.
- B. To evaluate and disseminate the common experiences and collective judgment of local EMA/ESDA organizations and those other specialists trained in and responsible for emergency management activities.
- C. To share ideas and/or suggestions based on industry best practices among our members and to make this material available to our members through a variety of media and events.
- D. To provide opportunities for the members to stay aware of new developments and innovations relating to emergency management and related fields.

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION

Constitution & By-Laws

- E. To promote the professionalism of the field of emergency management by encouraging higher standards for emergency management and related fields as well as advocating for and engaging in initiatives that advance the professionalism of the field.
- F. To promote the Principles of Emergency Management which aim to make the field of emergency management comprehensive, progressive, risk-driven, integrated, collaborative, coordinated, flexible, and professional.
- G. To act in concert with and in a professional advisory capacity to other organizations regarding emergency management/preparedness matters.

Section 2 – Objectives:

To establish an association for promoting the field of emergency management across public safety, industrial, commercial, and educational organizations and emergency management agencies.

ARTICLE III - MEMBERSHIP & MEMBERSHIP DUES

Section 1 – Membership Classifications

There shall be five classifications of membership listed as follows:

- A. **Member** – Individuals in local, state, and Federal governments, as well as public safety, health and medical, private industry, educational, military, local emergency response planning and coordination qualify for membership.
- B. **Honorary** – Honorary membership may be awarded to individuals and/or businesses, groups and organizations from private and non-profit sectors for outstanding contributions to the advancement of emergency management/preparedness or distinguished contributions to the advancement of the goals and objectives of the Association.
- C. **Life** – Life membership shall be accorded to each paid member who have been a member for 20 years or more, and; that paid member is no longer associated with a political subdivision in a capacity which would make them eligible for such membership; or those who are Past-Presidents of this Association, having served their term of office, shall be by virtue of their accomplishments be known as Past-Presidents/Life Members. All lifetime memberships must be approved by a majority of the Executive Board.

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION

Constitution & By-Laws

- D. **Student** - Full time students attending a recognized educational facility, to further their knowledge and pursue a college degree in emergency management/preparedness, emergency services or related fields. This does not include instructors, teachers, consultants, or other educators.
- E. **Associate:** Individuals that are concerned with and are involved with the emergency management/preparedness program in their discipline.

Section 2 – Dues & Assessments

- A. Membership Dues: Membership dues shall be paid annually, in advance in an amount and at a time established by the Executive Board and confirmed by the membership.
- B. Special Assessments: Special assessments may be made in a manner prescribed by the Board of Directors with prior approval of the membership.

Section 3 – Removal of Member

By two-thirds (2/3) vote of the Executive Board, at an Executive Board meeting or Special Meeting with a quorum present, any member of the Association may be suspended of this membership or terminated for any activity or behavior which may be deemed contrary to the best interest of the Association.

ARTICLE IV - VOTING RIGHTS

Section 1 – Voting Rights

Voting rights for all members are contingent upon meeting and maintaining qualifications for membership and payment of all dues, fees and special assessments.

Section 2 – Voting Membership

Membership shall be accorded voting rights as follows:

- A. **Member:** shall be accorded one (1) full vote per membership.
- B. **Honorary:** shall be considered a non-voting membership.
- C. **Life:** shall be accorded one (1) full vote per membership.
- D. **Student:** shall be accorded one (1) full vote per membership.
- E. **Associate:** shall be considered a non-voting membership.

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION
Constitution & By-Laws

Section 3 - Proxy/Absentee Voting

Voting by proxy will not be permitted. Any action required by these bylaws to be taken at any annual or special meeting of the members entitled to vote, or any other action which may be taken at a meeting of the members entitled to vote, may be taken by ballot without a meeting in writing by mail, e-mail, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes, or such larger number as may be required by sections of the articles of incorporation, or the bylaws, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than 5 days from the date the ballot is delivered; provided, however, in the case of a removal of one or more officers, the voting must remain open for not less than 20 days from the date the ballot is delivered. Absentee voting shall be permitted as prescribed in the Association Policies and Procedures.

ARTICLE V - OFFICERS OF THE ASSOCIATION

Section 1 –Membership:

The Executive Board shall consist of 20 members, which includes the President, Vice-President, Secretary, Treasurer, Regional Vice-Presidents and the eligible Past Presidents. Past Presidents serving on the Board of Directors as of the 2016 Training Summit shall remain as members of the Board of Directors so long as they hold a paid voting membership. Pursuant to the articles of incorporation, this shall constitute the Board of Directors.

- A. **Statewide Elected Officers:** Officers elected by the voting membership shall be:
 - 1. President
 - 2. Vice-President
 - 3. Secretary
 - 4. Treasurer

- B. **Regionally Elected Officers:** Officers elected by the voting membership within a region shall be:
 - a. Region 2 Vice-President
 - b. Region 3 Vice-President
 - c. Region 4 Vice-President
 - d. Region 6 Vice-President
 - e. Region 7 Vice-President
 - f. Region 8 Vice-President
 - g. Region 9 Vice-President
 - h. Region 11 Vice-President

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION
Constitution & By-Laws

- C. **Officer Appointed:** Officers appointed by the President and with consent by the Executive Board shall be:
- a. Sergeant at Arms
 - b. Officers Elected: If the association cannot hold a General Assembly Meeting to conduct an election of officers, the President may appoint the qualified positions(s) with consent of 2/3 of the executive board until the next election can be held. Appointments shall not extend beyond the term of office unless:
 - 1. Elections cannot be held due to an emergency or disaster preventing safe gatherings.
 - 2. President with consent of executive board may schedule a special election of the association pursuant to Article 9 IX, Section 3, 4 and 5 of the Constitution and bylaws.
- D. **Officers Ex-Officio:** The Immediate Past President shall serve on the Board of Directors in an Ex-Officio role. The Ex-Officio Officer shall be afforded a vote on the Board of Directors and will count towards a quorum of the Board of Directors.

Section 2 - Qualifications for Elective/Appointive Office:

With the exception of the office of Regional Vice-President, no person may be elected or appointed to an office or continue to hold an elective or appointed office unless they are a member in good standing of the Association and with at least one year consecutive membership prior to being elected or appointed.

All persons elected or appointed to office shall exhibit qualities of leadership and have an active interest in the Association and emergency management/preparedness program and hold a membership type of "Member."

Section 3-Method of Selection:

An election shall be held at the Annual Meeting of the Association for the following positions.

- A. **President:** the person holding the Office of Vice-President the person holding the Office of Vice-President will automatically assume the role of President at the Annual Meeting of the Association at the conclusion of their term as Vice-President Elect.
- B. **Vice-President:**
 - 1. **Vice-President Elect:** the person holding the Office of Vice-President shall automatically be designated as the Vice-President.

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION

Constitution & By-Laws

2. **Vice-President Appointed:** in the event of a mid-term Presidential appointment of the Vice-President, the appointed Vice-President must run for and be elected from the open ballot to the Office of President by the membership at the next annual election in accordance with the same procedures for the Vice-Presidential election.

- B. **Vice-President, Secretary, Treasurer:** Not less than ninety (90) days prior to the election date, prospective candidates for office shall place their names and qualifications in the hand of the nominating committee for consideration of placement on the Official Ballot

- C. **Nomination from the Floor:** nomination of additional candidates for the office of Vice-President, Secretary, Treasurer, shall be permitted from the floor in accordance with Article IV, Elections Voting, Section C of Officers in the Policies and Procedures.

- E. **Regional Vice-Presidents** will be elected by their Region and sworn in by the President. Each region will certify to the President at least thirty days prior to the Annual Meeting of the Association their selection of Regional Vice-President for the ensuing year

Regional Vice-Presidents must hold membership from a political subdivision or representation allowed under Membership classifications, located within the region from which they are selected.

Section 4 - Term of Office:

- A. The term of office for the elected offices of President, Vice-President, Secretary and Treasurer shall be two years and shall commence upon taking the Oath of Office and expire at the swearing-in ceremony.

- B. The term of office for Regional Vice-President shall commence upon taking Oath of Office and expire at the annual swearing-in ceremony of the regionally elected officers.

- C. Upon completion of Term of Office or Removal from Office, and within thirty (30) days, all accounts, records, materials, and monies properly the property of the Association, shall be placed in the hands of the Executive Board or the representative thereof.

- D. No person, elected or appointed, may hold more than one (1) elected or appointed office at the same time.

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION

Constitution & By-Laws

Section 5 - Vacancy in Office:

- A. Whenever a vacancy occurs in an office of the Association for a reason other than expiration of the Term of Office, the vacancy shall be filled in the following manner:
1. President: if a vacancy occurs in the Office of President, the Vice-President shall assume that office.
 2. Vice-President: if a vacancy occurs in the Office of Vice- President, the President shall appoint, with the consent of the Executive Board, a successor to that office who shall serve out the un-expired term.
 3. Secretary and Treasurer: if a vacancy occurs in the Office of the Secretary or Treasurer, the President shall appoint, with the consent of the Executive Board, a successor to that office who shall serve out the un-expired term.
 4. Immediate Past President: If a vacancy occurs in the office of Immediate Past-President the next most Immediate Past-President will assume the position with the consent of the Board of Directors.
 5. Regional Vice Presidents: If a vacancy occurs in the Office of a Regional Vice-President, the President shall have the authority to appoint an acting RegionalVice President until such time that a special election can be arranged. The special election shall be conducted by the regional nominating committee representative.

Section 6 – Meetings

- A. Regular Board of Directors Meetings: within sixty (60) days following the annual swearing in of Regionally Elected Officers, the Board of Directors shall meet to determine Association Policy for the ensuing year. The Board of Directors shall meet to conduct regular business of the Association at such other times as the President may direct, provided that all Board of Directors Members shall be notified at least ten (10) days in advance of such meetings.
- B. Special Board of Directors Meetings: upon a request, by mail or email, of a majority of the elected Officers of the Association, the President shall call a special meeting of the Board. At such meeting, only business as necessitated by the request may be transacted.

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION

Constitution & By-Laws

Section 7 – Special Authority

If it is impracticable to convene the Board of Directors and circumstances demand that the President act on behalf of the Association, the President may be authorized to do so with the written approval of a quorum of the Board of Directors.

Section 8 – Quorum

At meetings of the Board of Directors, eight (8) Board of Directors members present shall constitute a quorum.

Officers of the association may participate in and act at any meeting of the Board of Directors, through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such means shall constitute attendance and presence in person at the meeting of the person or persons so participating

Section 9 – Removal of Elected Officer

An officer may be removed from an office for just cause by 2/3 vote of the members entitled to vote for an officer, present at a at a Regular Membership Meeting, Annual Membership Meeting or Special Membership Meeting with a quorum present. No officer shall be removed at a meeting of members entitled to vote unless the written notice of such meeting is delivered to all members entitled to vote on the removal of an officer. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more officers named in the notice. Only those officers named in the notice may be removed at such meeting. For Regional Vice-Presidents, all portions of this section are applicable, but the members entitled to vote in their removal shall only consist of the vote holding members from their region.

This section does not preclude any removal of an officer by other means outlined in the General Not for Profit Act of 1986. This shall be done in accordance with Article I, Administration, Section D, Code of Ethics in the Policies and Procedures.

Section 10 – Nominating Committee

- A. With the consent of the Board of Directors, the President shall appoint a Nominating Committee consisting of one (1) voting member from each region and a Chairperson chosen from those selected. This Committee shall be appointed at least ninety (90) days prior to election.

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION
Constitution & By-Laws

ARTICLE VI – Duties and Responsibilities

Section 1 - President:

The President shall preside at all meetings of the Association and meetings of the Executive Board, authorize expenditures in accordance with IESMA Executive Board Policy for the Purchase of Equipment and Materials, and perform all the duties incumbent upon an association President. The President shall be in attendance of a minimum of three (3) Executive Board meetings per year. Failure to attend three (3) meetings per year may be grounds to begin the process to remove an elected officer

Section 2 - Vice-President:

In the event of the absence or disability of the President, the Vice-President shall perform all the duties of President. The Vice President shall be in attendance of a minimum of three (3) Executive Board Meetings per year. Failure to attend three (3) meetings per year may be grounds to begin the process to remove an elected officer.

Section 3 - Immediate Past President:

The Immediate Past-President shall act as an Ex-Officio Officer on the Executive Board and may preside at meetings of the Association when requested by the President, or Vice-President.

Section 4 - Regional Vice-Presidents:

Each Regional Vice-President shall act as a liaison officer between the Association and the members of their respective regions. Each shall serve on the Executive Board and as a representative of the Association in their region in all matters pertaining to the Association, subject to approval of the Executive Board. They shall communicate actions and decisions of the Executive Board their regional members, communicate concerns of the membership to the Executive Board and conduct an annual meeting of their regional membership. Minutes of the Regional Meetings shall be transmitted to the Secretary for dissemination to the entire Executive Board.

Each Regional Vice-President may designate another member from within their region to represent them as a Delegate at all Executive Board meetings or other functions. The Regional Vice-President must submit a letter, via mail or email, to the President and Executive Board indicating this representative's name, term of service and authority. This designated member will be known as the Alternate Regional Vice-President and when authorized by the Regional Vice-President may have all of the powers of the Regional Vice-President. In no case can a Regional Vice-President and Delegate Vice-President from the same region vote on matters of the Association at Executive Board meetings. Regional Vice Presidents shall be in attendance of a minimum of three (3) Executive Board Meetings per year.

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION
Constitution & By-Laws

Section 5 - Secretary:

At all meetings of the Association and all meetings of the Executive Board, the Secretary shall keep, or cause to be kept accurate records of such proceedings and upon approval of such records place them in a record book. The Secretary shall be in attendance at a minimum of three (3) Executive Board meetings per year.

Section 6 - Treasurer:

The Treasurer shall have responsibility for all monies and securities belonging to the Association according to policies and procedures established by the Executive Board shall disburse or direct the disbursement of all Association funds. The Treasurer shall keep, or cause to be kept, accurate accounts of all monies received or disbursed by the Association. At the expiration, or within thirty (30) days of the Term of Office, shall turn over to their successor, or to the Executive Board an audited account of stewardship and all monies and property to the Association. The Treasurer shall be in attendance, at a minimum of three (3) Executive Board meetings per year.

The Treasurer shall be bonded in an amount as established by the Executive Board, but in no event for less than Thirty Thousand Dollars (\$30,000.00).

Section 7 – Sergeant-at-Arms:

The duties of the Sergeant-at-Arms shall be as recommended:

A *sergeant-at-arms*, who, on the floor of the meeting hall, assists in preserving order as the chair may direct. In a convention or large meeting this officer may have charge of the ushers. He or she may handle certain physical arrangements in the hall as well, such as being responsible in some cases for seeing that the furnishings are in proper order for each meeting.

Upon assignment from the President the Sergeant-at-arms may also serve as parliamentarian.

ARTICLE VII - EXECUTIVE BOARD

Section 1–Membership:

The Executive Board shall consist of 20 of members, which includes the President, Vice-President, Secretary, Treasurer, Regional Vice-Presidents and the eligible Past Presidents. Past Presidents serving on the Executive Board as of the 2016 Training Summit shall remain as members of the Executive Board so long as they hold a paid voting membership.

Pursuant to the articles of incorporation, this shall constitute the Executive Board.

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION
Constitution & By-Laws

- A. **Statewide Elected Officers**: Officers elected by the voting membership shall be:
 - a. President
 - b. Vice-President
 - c. Secretary
 - d. Treasurer

- B. **Regionally Elected Officers**: Officers elected by the voting membership within a region shall be:
 - a. Region 2 Vice-President
 - b. Region 3 Vice-President
 - c. Region 4 Vice-President
 - d. Region 6 Vice-President
 - e. Region 7 Vice-President
 - f. Region 8 Vice-President
 - g. Region 9 Vice-President
 - h. Region 11 Vice-President

- C. **Officers Appointed**: Officers appointed by the President and with consent by the Board of Directors are:
 - a. Sergeant at Arms

- D. **Officers Ex-Officio**: The Immediate Past President shall serve on the Board of Directors in an Ex-Officio role. The Ex-Officio Officer shall be afforded a vote on the Board of Directors and will count towards a quorum of the Executive Board.

Section 2 – Meetings:

- A. **Regular Executive Board Meetings**: within sixty (60) days following the annual swearing in of Regionally Elected Officers, the Executive Board shall meet to determine Association Policy for the ensuing year. The Executive Board shall meet to conduct regular business of the Association at such other times as the President may direct, provided that all Executive Board Members shall be notified at least ten (10) days in advance of such meetings.

- B. **Special Executive Board Meetings**: upon request, by mail or email of a majority of the elected Officers of the Association, the President shall call a special meeting of the Board. At such meeting only business as necessitated the call may be transacted.

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION
Constitution & By-Laws

Section 3-Special Authority:

If it is impracticable to convene the Executive Board and circumstances demand that the President act on behalf of the Association, the President may be authorized to do so with the approval of a quorum of the Executive Board.

Section 4 - Quorum:

At meetings of the Executive Board, eight (8) Executive Board members present shall constitute a quorum.

Officers of the association may participate in and act at any meeting of the Executive Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such means shall constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE VIII – COMMITTEES AND COMMISSIONS

Section 1 - Committees, Appointment of:

Committees shall be composed of a minimum of two officers of the Executive Board. A majority of members on a committee shall be officers of the Executive Board at all times. Committee members who are not officers of the Executive Board may be appointed by the President for the purpose that will best serve the interests of the Association.

Section 2 - Ex-Officio Membership:

The President and Vice-President shall be Ex-Officio members of all committees and commissions, with the exception of the Nominating Committee. The Ex-Officio members shall be afforded a vote and will count towards a quorum when applicable in their roles on the committees and commissions.

Section 3 – Committee Quorum

A majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing, by mail or email, without a meeting and, subject to the provisions of the bylaws or action by the board of directors, the committee by majority vote of its members shall determine the time and place of meetings and the notice required therefor.

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION

Constitution & By-Laws

Section 4 – Types of Committees:

There shall be three (3) types of committees in the Association.

- A. Standing Committee: these are continuing committees, established to advise upon the administrative and organizational affairs of the Association.
- B. Special Committees: those committees that are conducted with various aspects of the Emergency Management/Preparedness Programs, rather than the administrative affairs of the Association.
- C. Ad-Hoc Committee: these committees may be formed at any time for special purposes or assignment and shall cease to function when their specific task is completed.

Section 5 - Committee Composition:

Certain committees shall have a defined membership due to the scope of the committee. Those committees include the:

- A. Budget Committee:
 - 1. The Budget Committee shall be composed of the President, Vice-President, Secretary, Treasurer, the EMAT Coordinator and one Regional Vice-President appointed by the President.
 - 2. The Treasurer shall present an expenditure report to the committee and will remain at all Budget Committee meetings to answer of the report.
 - 3. The Secretary will record minutes of every budget committee meeting. In the absence of the Secretary, the President will assign another committee member to record the minutes.
 - 4. The Budget Committee shall meet prior to the fiscal year end to prepare a budget which shall be ratified by the Executive Board at their final Executive Board meeting of the fiscal year.
 - 5. This budget and fiscal year end Treasurer's Report shall be distributed to the membership in the form of an annual report, which shall be published electronically by the end of the fiscal year and will also be distributed to the membership prior to the annual meeting.
- B. EMAT Committee:
 - 1. The Chairman of the Committee shall be chosen by the committee and their recommendation be given to the IESMA President for appointment.
 - 2. The EMAT Committee shall meet regularly to manage and coordinate the

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION
Constitution & By-Laws

operation of the team, oversee the Illinois Emergency Management Mutual Aid System (IEMMAS) and maintain the EMAT in a constant state of readiness.

Section 6 – Commissions

The Executive Board may create and appoint persons to a commission, advisory body or other such body which may or may not have officers as members, which body may not act on behalf of the association or bind it to any action but may make recommendations to the Executive Board or to the officers. There is no limit on the number of individuals that may serve on a commission. The chairperson for each commission shall be appointed by the President, with the approval of the Executive Board.

ARTICLE IX - MEETINGS OF THE ASSOCIATION MEMBERSHIP

Section 1 - Regular Meetings:

The Association Membership shall meet at times and places designated at least one (1) year in advance, and at such times and places as established by the Executive Board at the Annual Meeting of the Association.

Section 2 - Annual Meeting:

The first regular Membership Meeting shall be designated as the annual meeting.

Section 3 - Special Meeting:

By authority of the President or a majority vote of the Executive Board, a special meeting of the Membership of the Association may be convened for a special limited purpose, such specific limited purpose shall be in the notice of the meeting announcement at least thirty (30) days previous to the date set for the meeting and published to the Association Membership

Section 4 – Special Elections:

If the Association cannot hold a general membership meeting for the purpose of electing officers at any regularly scheduled meeting, the President with consent of the 2/3 executive board may hold a special election if:

- a. Elections cannot be held due to an emergency or disaster preventing safe gatherings, as determined by the Executive Board.
- b. If elections cannot be held in person, the executive board may elect to allow voting either by mail or through electronic voting.
- c. Voting results will be reviewed by the nominating committee then submitted to the executive board for review and validation.

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION
Constitution & By-Laws

Section 5 – Quorum:

- a. At any Regular or Special Meetings of the Association, there shall be in attendance, voting delegates representing at least thirty-five (35) votes to constitute a quorum. Mail in and electronic voting pursuant to Article IX, Section 4 shall also require a quorum validated by the nominating committee before submitting to the executive board. Failure to achieve a quorum will invalidate the election and a new election shall be held.

ARTICLE X – FISCAL RESPONSIBILITY

The fiscal year of this Association shall be January 1st through December 31st.

No fund-raising activity shall be undertaken by or on behalf of any committee, commission, or regional organization without prior approval of the Executive Board.

ARTICLE XI - PARLIAMENTARY AUTHORITY

Robert's Rule of Order shall be the parliamentary procedures for all matters of procedure not specifically covered by the Constitution, By-Laws, and/or Policies and Procedures of this Association.

ARTICLE XIII – AMENDMENT and REVISION PROCEDURE

These Constitution & By-Laws may be amended or revised by two-thirds (2/3) vote of the eligible members present at any Regular Meeting of the Association, where there is a quorum, provided that notice of such proposed amendments shall be circulated to all association members at least thirty (30) days in advance of said meetings; and, provided further that such notice shall contain a copy of the amendment(s) to be considered. Proposed amendments shall be submitted to the Constitution & By-Laws Committee or the Executive Board at least forty-five (45) days in advance of the Regular Meeting of the Association.

In the event of a Federally Declared Disaster that includes a majority of the counties in the State of Illinois, the Executive Board, subject to approval by not less than a majority of the members of the association voting on the proposal, may adopt emergency bylaws, subject to repeal or change by action of the members of the association at the conclusion of the Federally Declared Disaster. Emergency By- Laws adopted pursuant to this part may contain such provisions as may be deemed practical and necessary for the interim management of the affairs of the corporation, including, without limitation, provisions with

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION
Constitution & By-Laws

respect to the number of officers or members who shall constitute a quorum at a meeting of the Executive Board or the members, the number of votes necessary for action by such board or by the members, the procedure for holding a special election of officers and the procedure for calling and holding meetings of members or the Executive Board.

ARTICLE XIV - REVOCATION

This Constitution & By-Laws revokes the Constitution adopted at the annual meeting of the Association at Springfield, on 28 April 2016, and all subsequent amendments thereto. These Constitution & Bylaws revokes the Constitution and By-Laws adopted at the annual meeting of the Association at Springfield, on 28 April 2016, and all subsequent amendments thereto.

ARTICLES XV - MISCELLANEOUS

Section 1 - Definitions:

Unless otherwise specifically set forth herein, words and phrases in this constitution shall have the following meaning:

- A. "Shall" is mandatory and "May" is permissive.
- B. The masculine gender shall include the feminine gender.
- C. "Political Subdivision" means any County, Township, City, Village, or Incorporated Town.
- D. "Emergency Management/Preparedness" as used in this Constitution shall mean all of the measures undertaken to minimize the effects of enemy attack or natural disaster, to relieve distress among disaster victims and to aid in the recovery and rehabilitation period after disaster. It shall include such activity as the development of appropriate organizational and operational plans; the recruitment and training of personnel; the establishment of systems for warning the public against impending disaster; and, the establishment of a system of shelters for protection against the effects of nuclear attack.
- E. "Association" whenever used shall mean the Illinois Emergency Services Management Association (IESMA).
- F. "ESDA" whenever used shall mean Emergency Services and Disaster Agency.
- G. "EMA" whenever used shall mean Emergency Management Agency.

ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION
Constitution & By-Laws

- H. "Executive Board" whenever used shall be inclusive of other names such as "Executive Board", "the Board", "Board of Directors" "Executive Officers", "Elected Officers", "IESMA Leadership", "Officers of the Association", and "Statewide Elected Officers".
- I. "EMAT Coordinator" - The Chairman of the Committee shall also be known as the EMAT Coordinator. The EMAT Coordinator is responsible for the operation and coordination of the EMAT.

Section 2 - Validity:

If any provision of these Constitution and By-Laws, or application thereof to any person or circumstances, is held invalid by a court of law, the remainder of these Constitution and By-Laws and the application of its provisions to other persons or circumstances shall not be affected thereby.

ARTICLE XVI – REGIONAL CHARTER

Section 1 - Regional Organization:

If a Regional Organization, conforming to regional boundaries as established by the Illinois Emergency Services Management Association, Executive Board and provided they have a minimum of ten (10) members and adopt a set of bylaws in harmony with the Illinois Emergency Services Management Association Constitution & Bylaws, a Charter shall be issued by the President with consent of the Executive Board.

Section 2 - Annual Charter Fee:

The Executive Board of the Association may authorize an annual charter fee for each Regional Organization upon being issued a charter from the President and may authorize an annual renewal of charter fee.

Section 3 - Charter Revoked:

A Regional Charter may be revoked by the Executive Board for failure to maintain minimum membership requirements.

Section 4 - Fund Raising:

No fund-raising activity shall be undertaken by or on behalf of any Regional Organization chartered under this Article unless prior approval has been obtained from the Illinois Emergency Services Management Association's Executive Board.

**ILLINOIS EMERGENCY SERVICES MANAGEMENT ASSOCIATION
Constitution & By-Laws**

ARTICLE XVII - ADMINISTRATIVE POLICIES & PROCEDURES

The Executive Board shall, at its first meeting after this Article is adopted, establish a set of Policies and Procedures which shall be mandatory upon all Officers of this Association in the conduct of Association affairs.

The Policies and Procedures shall establish administrative standards and procedures, and when deemed appropriate, interpret the provision of these Constitution & By-Laws. The Executive Board is empowered to formulate the Policies and Procedures and make changes thereto. Such provisions of the Policies and Procedures shall be drafted so as not to conflict with these Constitution & By-Laws. Policies and Procedures enacted shall become effective by a vote of a simple majority of the Executive Board members present at any regular meeting of the Executive Board or a Special Executive Board Meeting when called for that purpose.

Amendment, changes or deletions to previously enacted Policies and Procedures shall be by two-thirds (2/3) majority vote of members present at any regular or special called meeting, by the Executive Board.

ARTICLE XVIII – EFFECTIVE DATE

This Constitution will take effect the day following adjournment of the meeting at which it was adopted.


APPROVAL

Approved by the membership at the annual meeting of the Illinois Emergency Services Management Association.

April 28, 2022

Springfield, Illinois

Which replaces the Constitution adopted April 28, 2016 in Springfield, Illinois and all revisions and amendments thereto.



Lee Shannon, III
Interim Secretary



Rick Grah
President