VIRGINIA EMERGENCY MANAGEMENT ASSOCIATION
BY-LAWS

ARTICLE 1

MEMBERSHIP

Section 1. General

(a) Membership and annual dues are based on a fiscal year of July 1 to June 30. Annual dues for a Membership Year (beginning July 1st) shall be paid not later than September 30 of the same year; failure to pay dues by September 30 of the Membership Year will result in the revocation of membership.

(b) Resignations from the Association shall be in writing and directed to the attention of the Executive Director. Members resigning prior to the end of the fiscal year (June 30) shall forfeit dues.

(c) The Executive Committee may deny or revoke a membership for conduct that brings disrepute to the Association. In the case of revocation, the Executive Director shall notify the individual in writing not later than thirty (30) days prior to the effective date that revocation of their membership is effective and the reason(s) for such action.

(d) Appeals to membership revocation must be made in writing to the Executive Director and President within thirty (30) days of receiving notice of membership revocation. Within sixty (60) days following receipt of a request for appeal, the President shall convene a committee consisting of two (2) members of the Board of Directors, two (2) members of the general membership, and one (1) member of the Executive Committee for the purposes of conducting a review of the revocation and the rendering of a final decision.

(e) The membership fees for Individual Membership in the Association shall not be less than seventy-five dollars ($75.00) per fiscal year.

(f) Changes to membership fees (i.e., dues increases) for a Membership Year must be approved by the Board of Directors and communicated to the general membership not later than six (6) months prior to the beginning (July 1st) of that Membership Year.

(g) Code of Ethics: The Virginia Emergency Management Association (VEMA) Code of Ethics must be upheld by all individuals that are VEMA Members. The promise to uphold the Code signifies the assumption that the emergency manager will act prudently and responsibly beyond the requirements of laws and codes.

Maintenance of public trust and confidence is central to the effectiveness of the emergency management profession. The members of VEMA reflect the spirit and proper conduct dictated by the conscience of society and commitment to the well-being of all. Members shall conduct themselves so as to maintain confidence in their position and

conduct themselves in a manner as to give clear impression that they cannot be improperly influenced in the performance of their official duties. The members abide by the association's core values of respect, commitment and professionalism.

Violations to the Code of Ethics may result in the following sanctions:

1. Private Censure: A letter to the member in violations indicating the violation of the Code of Ethics, that VEMA disapproves of such conduct, and that if it is reported in the future, it may be cause for additional sanctions.

2. Expulsion: A revocation of membership privileges.

3. Membership Bar: A prohibition against reinstatement of membership. For the specific provisions see VEMA Code of Ethics document.

Section 2. Membership Categories

(a) Individual Membership

Individual Membership is open to any individual whose interest or responsibilities relate to emergency management. Every member in this category is entitled to vote in all elections and for other matters brought before the membership.

(b) Associate Membership

The Board of Directors may award this classification of membership to any individual, with or without fee that in its judgment would be of benefit to the Association. Such special award shall be for one year and may be renewed annually by Board of Directors vote. Associate members do not have the privilege to vote in elections or on matters brought before the membership and cannot serve as members of the Board of Directors or run for office.

(c) Honorary

The President and the Board of Directors, at their discretion and by its simple majority vote, may award Honorary membership to any person who has made contributions to the Association that are considered above and beyond and exceed the values and mission of the Association. Any active or past member may submit recommendations to the President and Board of Directors for Honorary Membership.

The person receiving the Honorary membership is regarded as a lifetime Associate Member. Honorary Members shall not be required to pay Association dues and do not have voting rights. Honorary Members may be appointed to committees in an advisory capacity only but may not be nominated for or elected to any office.

(d) Sustaining Membership

Any person(s), group, entity, or business that wishes to contribute to the financial support of this Association may be accorded a Sustaining Membership by the Board of Directors on a current fiscal year basis. Membership fees shall not be less than one hundred dollars ($100.00) per fiscal year. These members cannot vote in elections or on matters brought before the membership and cannot serve as members of the Board of Directors or run for office.

(e) Organizational Membership

An organization / agency with personnel meeting the membership guidelines as outlined in the Association Constitution, Article 3, can qualify for this membership category.

An organization / agency with thirty or less employees and/or volunteers can each year register up to four (4) organizational personnel for an Organizational Membership. Each organization / agency shall designate the primary voting member and have one vote per organization / agency. Membership within that organization / agency may be transferred with written notification to the Executive Director within thirty (30) days of this action taking place. Membership fees shall not be less than two hundred dollars ($200.00) per fiscal year.

An organization / agency with thirty-one (31) to ninety-nine (99) employees and/or volunteers can each year register up to six (6) organizational personnel for an Organizational Membership. Each organization / agency shall designate the primary voting member and have one vote per organization / agency. Membership within that organization / agency may be transferred with written notification to the Executive Director within thirty (30) days of this action taking place. Membership fees shall not be less than three hundred dollars ($300.00) per fiscal year.

An organization / agency with one-hundred (100) or more employees and/or volunteers can each year register up to eight (8) organizational personnel for an Organizational Membership. Each organization / agency shall designate the primary and secondary voting member; and have two votes per organization / agency. Membership within that organization / agency may be transferred with written notification to the Executive Director within thirty (30) days of this action taking place. Membership fees shall not be less than four hundred dollars ($400.00) per fiscal year.

The Association will generate only one invoice to the said organization / agency regardless of the number of actual members. Annual membership fees will not be prorated.

(f) Non-Profit Organizational Membership

A non-profit organization with personnel meeting the membership guidelines as outlined in the Association Constitution, Article 3, and the organization meets the United States

Internal Revenue Service definition (i.e. religious organizations, 501(c)(3), etc.) can qualify for this membership category. Each year a non-profit organization can register up to four (4) organizational personnel for a Non-Profit Organizational Membership. Each organization shall designate the primary voting member and have one vote per organization. Membership within that organization may be transferred with written notification to the Executive Director within thirty (30) days of this action taking place. Membership fees shall not be less than one hundred and fifty hundred dollars ($150.00) per fiscal year. The Association will generate only one invoice to the said organization regardless of the number of actual members. Annual membership fees will not be prorated.

(g) State Agency Membership

A State agency with personnel meeting the membership guidelines as outlined in the Association Constitution, Article 3, can qualify for this membership category. Each year a State agency may register up to ten (10) agency personnel for a State Agency Membership. Each State agency shall designate the primary voting member and have one vote per agency. Membership within that agency may be transferred with written notification to the Executive Director within thirty (30) days of this action taking place. Membership fees shall not be less than four hundred dollars ($400.00) per fiscal year. The Association will generate only one invoice to the said agency, regardless of the number of actual members. Annual membership fees will not be prorated. For the purpose of this paragraph, a “State agency” is any agency that is identified as such on the Official website of the Commonwealth of Virginia, and does not include sub-units thereof. For example, VDOT would be eligible for a single State Agency membership (to include up to ten members), not for multiple state agency memberships for its various regional or county offices. Additional employees of a state agency (beyond the ten included under the State agency membership) who meet the membership guidelines and wish to be members of the Association will need to maintain individual memberships.

(h) Student Membership

Any individual attending a post secondary institution in a full-time student capacity, as designated by that institution, or is attending a post secondary institution in a part-time capacity and not employed full-time in emergency management is eligible for a student membership. The student's status must be verified, when requested by the Association, by an official of the attended institution. The student membership rate is valid for up to four (4) years, so long as the full or part-time student status is maintained. An individual may request an extension of the student membership beyond four (4) years if they continue to meet all other requirements of this membership by providing justification in writing to the Association Membership committee and approval by vote of the Board of Directors.

A student member may not serve as an officer or Executive Director. Individual student members will not have voting rights in the Association with the exception of the student member of the Board. Student Chapters created with at least five (5) student members from the same school will have one vote per chapter based on the will of the chapter membership. Membership fees shall not be less than twenty-five dollars ($25.00) per fiscal year.

(i) New-Professional Membership

Any individual graduating a post secondary institution and not employed full-time in emergency management is eligible for a new-professional membership. The prior student membership status must be verified by the Association and by the student providing proof of conferred degree. The new-professional membership rate is valid for up to two (2) years, so long as graduates maintained student membership for at least two (2) years prior to the conferring of their degree. A new-professional member may not serve as an officer or Executive Director. Individual new-professional members will not have voting rights in the Association. Membership fees shall not be less than twenty-five dollars ($25.00) per fiscal year.

(j) Lifetime

The President and the Board of Directors, at their discretion and by its simple majority vote, may award Lifetime membership to any member who is leaving the emergency management field or the Commonwealth of Virginia and who has actively participated in Association committee or other notable work for a minimum of ten (10) years. Their contributions are considered above and beyond and exceed the values and mission of the Association. Any active or past member may submit recommendations to the President and Board of Directors for Lifetime Membership.

Lifetime Members shall not be required to pay Association dues and do not have voting rights. Lifetime Members may be appointed to committees in an advisory capacity only but may not be nominated for or elected to any office.

(k) Affiliate Membership

Any group, corporate entity, or business that desires membership and affiliation with the Virginia Emergency Management Association (VEMA) may be afforded an Affiliate Membership. Affiliate membership fees shall not be less than two hundred fifty dollars ($250.00) per fiscal year. Any employees or associates of the Affiliate member organization may concurrently maintain another valid membership type resulting in said employees or associates benefiting from the specific rights and privileges afforded by that membership category. An Affiliate member organization will be offered the following benefits: Early Exhibit Hall registration (one [1] month prior to general Exhibit Hall registration); one (1) promotional email or distribution of literature per fiscal year by

VEMA to the general membership; a twenty-five percent (25%) discount on all advertisements in the VEMA Newsletter; and an Affiliate's organizational logo and brief company profile on a dedicated page on the VEMA website. An Affiliate member organization has no vote or voice during elections or on any matters brought before the membership. An Affiliate member organization cannot serve as a member of the Board of Directors, any committee, or hold elected or appointed office.

ARTICLE 2

ELECTED AND APPOINTED OFFICERS

Section 1. Qualifications

(a) To be elected or appointed to office, a member shall:

1. Have been a voting member, in good standing, for a minimum of two (2) complete, consecutive years prior to seeking officer. The Nominating Committee may set additional candidate parameters based on the strategic direction of the Association and the Board.

Section 2. Elections

Nominees for the elective positions shall be elected by majority vote of Association Members qualified to vote at the time of the Annual Meeting. When a nominee for a specific office does not receive a majority of the votes cast for that office, a run-off election shall be immediately conducted between the two nominees receiving the greater number of votes. No member or delegate may cast an absentee ballot.

Section 3. Duties

(a) For the purposes of this section, the President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and Immediate Past-President constitute the Executive Committee.

(b) The President shall appoint all standing committees in consultation with each committee chair, and shall discharge all other duties as required by the By-Laws and membership of the Association. The President shall chair the meetings of the membership, the Board of Directors and the Executive Committee and will only vote on issues presented in the event of a tie. The President is responsible for the direct supervision of the Executive Director and the appointment of an Executive Committee officer to serve as liaison / ex-officio member of each standing committee not designated to be chaired by an Executive Committee officer. The President shall

assist special interest groups wishing to form a caucus as a subset of the general membership and serve as the liaison for all established caucus groups.

(c) The 1st Vice President shall have and perform all the powers and duties of the President in the President's absence or disability. The 1st Vice President shall serve as the Co-Chair Chair of the Annual Conference/Symposium Committee. In addition, the 1st Vice President will serve as the Executive Committee liaison/ex-officio member of the Scholarship Committee, and the Awards and Citations Committee.

(d) The 2nd Vice President shall perform all the duties of the 1st Vice President in case of absence or disability. The 2nd Vice President shall Chair the Audit Committee and serve as the Executive Committee liaison/ex-officio member of the Legislative Committee and any sub-committees and/or ad-hoc committees thereof. If, because of host employment policies or restrictions, the 2nd Vice President is unable to engage in legislative activities, the President will appoint another Executive Committee member to fill the Legislative Committee role.

(e) The Secretary shall keep the minutes of all proceedings and meetings of the Board of Directors and current lists of, committees and members of this Association. The Secretary will serve as the Executive Committee liaison/ex-officio member of the Membership and Marketing Committee and any sub-committees and/or ad-hoc committees thereof.

(f) The Treasurer shall oversee the financial affairs of the Association. The Treasurer will serve as the Executive Committee liaison/ex-officio member of the Certification Committee and any sub-committees and/or ad-hoc committees thereof. In addition, the Treasurer will serve as the Executive Committee liaison/ex-officio member of the Diversity, Equity, and Inclusion Committee which is an ad-hoc committee.

(g) The Immediate Past-President shall serve as the Chair of the Nominating Committee. The Nominating Committee shall solicit nominees from the membership, confirm interest and qualifications of candidates, and make recommendation to the membership for nominees to serve as officers of the Association. The Immediate Past-President will serve as the Executive Committee liaison/ex-officio member of the Constitution and By-Laws Committee and any sub-committees and/or ad-hoc committees thereof.

VIRGINIA EMERGENCY MANAGEMENT ASSOCIATION
BY-LAWS

ARTICLE 3

EXECUTIVE COMMITTEE

Section 1. Duties of the Executive Committee

The Executive Committee shall continually assess the long-range and strategic needs and objectives of the Association, make recommendations to the Board of Directors, and perform such other duties as specified by the Board of Directors or as directed by majority vote of a quorum of the membership of the Association.

Section 2. Executive Director

(a) The Executive Director of the Association shall be selected by the Executive Committee subject to confirmation by a two-thirds majority of the Board of Directors. The Executive Director may be employed by means of a contract or other similar agreement.

(b) The Executive Director shall be the Chief Executive Officer of the Association and under the direction of the Executive Committee, with day to day supervision being the President's responsibility. He/she shall establish and manage the Association office, do or cause to be done on behalf of the Association all actions directed by the Executive Committee and shall have the power to carry on the business of the Association and do the things necessary to execute the policies, decisions, and instructions of the Executive Committee. The Executive Director or the designee of the Executive Director shall keep all records of the Association, give notice of such meetings at the direction of the President, receive and disburse all moneys of the Association and record same in approved depositories, and at the close of each month, render a financial statement to the officers. The Executive Director shall cause a review of the Association's financial records to be performed at the close of each fiscal year.

ARTICLE 4

BOARD OF DIRECTORS

Section 1. Responsibilities and Duties

The Board of Directors shall have general supervision of the affairs of the Association, adopt an annual budget for the Association, and make recommendations to the general membership of the Association.

Section 2. Voting

Fifty one percent (51%) of the voting Board of Directors membership shall constitute a quorum and is required for an official vote. Board members present in person and via telecommunications (e.g., conference call) shall count toward the quorum. Non-voting Board of Directors members shall not count for the purpose of a quorum. When a quorum is not present, matters presented at meetings requiring a vote can be electronically distributed to the Board of Directors and voted on by electronic means. Each member of the Board of Directors, other than those designated in the Constitution as non-voting members, shall have one vote. The President of the Association will only cast a vote on an issue in the event of a tie.

Section 3. Regional Representatives

The President shall appoint two (2) VEMA members in each of the seven (7) VDEM regions to act as Regional Representatives to the Board of Directors. Association members may submit recommendations to the President for individuals to be considered to represent their regions on the Board. Each of the Regional Representatives will serve on the Board of Directors for a two-year term of office. Appointment of Regional Representatives from even-numbered VDEM areas (areas 2, 4, & 6) shall occur during even-numbered years. Appointment of Regional Representatives from odd-numbered VDEM areas (areas 1, 3, 5, & 7) shall occur during odd-numbered years.

Section 4. Caucus Representatives

One representative, elected by the Institutions of Higher Education Caucus and confirmed by the Association President, will serve as the Institutions of Higher Education Representative on the Board of Directors for a two-year term of office.

One representative, elected by the Faith Based Caucus and confirmed by the Association President, will serve as the Faith Based Representative on the Board of Directors for a two-year term of office.

One representative, elected by the Healthcare Caucus and confirmed by the Association President, will serve as the Healthcare Caucus Representative on the Board of Directors for a two-year term of office.

One representative, elected by the NextGen Leaders Caucus and confirmed by the Association President, will serve as the NextGen Leaders Caucus Representative on the Board of Directors for a two-year term of office.

Section 5. Meetings

The Board of Directors shall meet a minimum of four times per year as the Board of Directors determines in its discretion to attend to the matters of the Association. Meetings may be held in person, by teleconference, video conference or other means as determined by the President.

ARTICLE 5

CAUCUSES

Section 1. Definition

A collective of Association members working within a special interest sector (e.g., institutions of higher education, hospitals, military, public health, voluntary organization) wanting to become a formally recognized subset within the Virginia Emergency Management Association.

Section 2. Formation

Members interested in forming a formally recognized subset (caucus) shall make notification to the President of the Association. Upon notification members must have dully appointed or elected a minimum of two members to an executive steering board. The interim steering board will coordinate the formation process with VEMA. Minimum documentation required for recognition of formal organization as a caucus are as follows:

- Letter of Intent to include strategic goals and plans
- Caucus By-Laws
- Membership Roster
- Elected Caucus Executive Board Roster

Section 3. Recognition

Caucus By-Laws must be submitted for review to the Chair of the Association's Constitution/By-Laws Committee at least 90 days prior to the Board of Directors meeting. The Constitution/By-Laws committee will return revision to the Caucus By-Laws at least 60 days prior to the Board of Directors Meeting. The Caucus will request formal recognition by the Board of Directors at least 30 days prior to the scheduled Board of Directors meeting. The Caucus Interim Steering Board shall be notified within 15 days of the Board of Directors vote and/or recommendations.

Section 4. Representation

Newly recognized caucuses shall provide to the VEMA President by the end of the annual meeting a list of their elected executive board members to include: chair, vice-chair, and a board representative (pending necessary Constitution and By-Laws amendments to add the caucus's representative as a VEMA Board member). Caucus membership rosters should also be provided to the Association's Board of Directors annually. Individual caucus members must be in good standing and current with the Association to be eligible for caucus membership.

Section 5. Governance

Caucuses shall construct their bylaws in a manner that is representative and complementary to the general Association's governance documents including but not be limited to: Constitution and By-Laws.

Caucuses shall not have the authority to collect, solicit, or distribute funds on behalf of the Association without prior written approval of the Association's Executive Committee and in conjunction with the Executive Director of the Association.

ARTICLE 6

STANDING COMMITTEES

The President shall appoint members of all standing committees, after consultation with the Chair of each such committee. A majority of the membership of a committee shall constitute a quorum. Each Standing Committee shall meet a minimum of two (2) times per calendar year.

Section 1. Conference Committee

The 1st Vice President shall serve as the Chair of the Conference Committee. The committee shall be responsible for the planning, development, coordination, promotion, administration and oversight of the Annual Conference / Symposium.

Section 2. Legislative Committee

The 1st Vice President shall serve as the liaison / ex-officio member of the Legislative Committee. The Committee shall keep abreast of pending legislation which may affect the Association; establish communications with the Legislature; coordinate the development and distribution of proposed legislation; brief the Association membership on matters pertaining to Legislation; and perform other duties as specified by these By-Laws or as directed by majority vote of the membership.

Section 3. Audit Committee

The 2nd Vice President shall serve as the Chair of the Audit Committee. The Committee shall ensure an annual audit of the financial records of the Association and report the results of this audit to the Board of Directors at the first Board of Directors meeting following the end of the fiscal year. The Association Treasurer will be a member of this committee, and the Audit Committee will include one additional member appointed by the President from members of the Board of Directors.

Section 4. Constitution / By-Laws Committee

The 2nd Vice President shall serve as the liaison / ex-officio member of the Constitution / By-Laws Committee. The Committee shall ensure the Association Constitution and By-Laws are maintained current and accurately reflect the vision, structure, structure, purpose and policies of the Association.

Section 5. Scholarship Committee

The 2nd Vice President shall serve as the liaison / ex-officio member of the Scholarship Committee. The Committee shall review applications for award of Slayton E. Addison Jr. College and the Gordon Barwell scholarship funds and provide recommendations to the Executive Committee.

Section 6. Membership & Marketing Committee

The Secretary shall serve as the liaison / ex-officio member of the Membership & Marketing Committee. The committee shall solicit new and renewed memberships to the Association. The Committee shall be responsible for the development and execution of an organized approach to growing the organization holistically and making it more representative of emergency management across the Commonwealth, as well as promoting/marketing the organization.

Section 7. Awards & Citations Committee

The Secretary shall serve as the liaison / ex-officio member of the Awards Committee. The committee shall solicit nominations and make recommendations to the Executive Committee for awards presented by the Association recognizing exemplary service or innovations to the emergency management profession. Awards will be presented to selected individuals at the annual conference/symposium.

Section 8. Certification Committee

The Treasurer shall serve as the liaison / ex-officio member of the Certification Committee. The Chair of this committee must be a certified Virginia Professional

Emergency Manager (PEM). The committee shall review applications for emergency management certification levels and select those that meet the certification requirements. The committee will develop and maintain a set of requirements that will be used to identify those individuals that have obtained a level of knowledge, skills, and abilities that warrants certification.

Section 9. Nominations Committee

The Immediate Past-President shall serve as the Chair of the Nominations Committee. The Nominations Committee shall solicit nominees from the membership, confirm interest and qualifications of candidates, and make recommendations to the membership for nominees to serve as officers of the Association.

ARTICLE 7

MEETINGS

Section 1. Association Meetings

Association meetings will be held at least one (1) time each calendar year unless otherwise directed by the Board of Directors. All meetings shall require at least fourteen (14) days notice; however, the Executive Committee may waive this requirement.

Section 2. Annual Meeting

The regular meeting conducted in conjunction with the Virginia Emergency Management Association, Inc. / Virginia Department of Emergency Management (VEMA/VDEM) Annual Conference / Symposium shall be known as the Annual Meeting. When a VEMA/VDEM Annual Conference / Symposium is not held, the Annual Meeting may be conducted as directed by a majority vote by the Board of Directors.

Section 3. Regional Meeting

Regional Representatives shall provide semi-annual updates to the membership within their respective regions with regards to the business of the Association. This can be conducted in person or through electronic means as deemed best by the Regional Representatives.

Section 4. Caucus Meeting

Caucuses shall conduct a semi-annual meeting within their membership to provide updates with regards to the business of the general Association. This can be conducted in person or through electronic means as deemed best by the Caucus Boards.

VIRGINIA EMERGENCY MANAGEMENT ASSOCIATION
BY-LAWS

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BY-LAWS

ARTICLE 8

GENERAL POWERS

The Association shall have the power to rent, purchase or otherwise own or hold property, including beneficial interests therein, either solely or jointly with other organizations; to solicit and receive contributions; to assess and collect dues; to contract with governmental units, persons, firms or other organizations to procure or provide services or to perform functions by either contracting partly or jointly and to pay or receive money therefore; and to do all such other things as are incidental and proper or reasonable and desirable to carry into effect the purposes of the Association.

ARTICLE 9

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Roberts Rules of Order Newly revised" shall govern the Association in all cases which are applicable and which are not inconsistent with these By-Laws.

ARTICLE 10

AMENDMENT OF BY-LAWS

These By-Laws may be amended by an e-mail poll of Board of Directors members requesting their vote or at a meeting of the Board of Directors provided that a majority of the Board of Directors members respond in favor to the e-mail or are present at the meeting; and the full Association members are notified of such amendments not less than thirty (30) days prior to the Board of Directors e-mail vote or meeting so comments can be made if so desired.

Notification may be made to the membership by posting the information for thirty (30) days on the Association website and by e-mailing information to members thirty (30) days in advance of any vote.

ARTICLE 11

OATH OF OFFICE

The following is the Oath of Office to be administered to elected officers of the Association immediately upon assuming office:

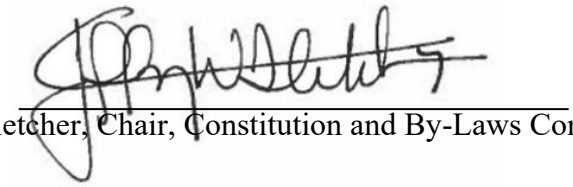
I, _____, do hereby solemnly swear that I will support the Constitution and By-Laws of the Virginia Emergency Management Association at all times and faithfully pledge to perform the duties and responsibilities of my office to the best of my ability, so help me God.

ARTICLE 12

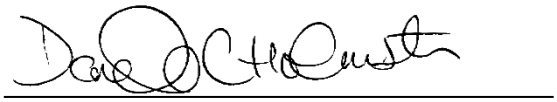
EFFECTIVE DATE

These By-Laws will take effect on the day following adjournment of the meeting at which it was adopted.

These By-Laws were adopted on: March 18, 2026.



Jeff Fletcher, Chair, Constitution and By-Laws Committee



Danielle Holmstrom, President