

## **ARTICLES OF INCORPORATION**

### **ARTICLE I: Name**

#### **1.1 Name**

The name of this corporation shall be the United States Emergency & Disaster Management Congress (U.S E&DMC). The business of the corporation may be conducted as the U.S E&DMC or Disaster Congress.

### **ARTICLE II: Duration**

#### **2.1 Duration**

The period of duration of the corporation is perpetual.

### **ARTICLE III: Purpose**

#### **3.1 Purpose**

The Corporation is organized and shall be operated exclusively as a “Business League” or non-profit professional association dedicated to advancing the profession of emergency & disaster management purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future Federal tax code and the purposes and objectives of this Corporation shall be as follows:

1. The specific purpose of this corporation is to:
  - a. Advance the profession of emergency & disaster management by influencing and shaping law through legislative advocacy, education, and through the establishment of a unified national emergency & disaster management professional standard known as the “model emergency management law” and shared governance.
  - b. U.S.E&DMC is the professional association of and for emergency management professionals across the United States from all U.S. states, territories, and tribes both public, private, and non-profit, collectively the entire emergency management community.
  - c. Provide education, training, certification, and licensing as applicable to emergency & disaster management professionals.
  - d. Establish partnerships across the industry and field of emergency & disaster management.
  - e. Establish programs to support the development of emergency & disaster management professionals.
  - f. Establish boards to establish professional conduct and ethics and review of major incidents to support emergency & disaster management professionals.
  - g. Advocate and promote emergency & disaster management through public and elected official education, training, and awareness activities.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c)(6), 501(c)(4), or 501(c)(3) section of the internal revenue code and are operated exclusively for professional, educational and charitable purposes.

At times, per the discretion of the Board of Governors, we may provide internships or volunteer

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opportunities which will provide opportunities for involvement in said activities and program in order to have a greater impact for change.

### **3.2 Public Benefit**

U.S E&DMC is designated as a public benefit corporation.

## **ARTICLE IV: Non-Profit Nature**

### **4.1 Non-profit Nature**

NO part of the net earnings of U.S. E&DMC shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

U.S. E&DMC is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocable dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

### **4.2 Personal Liability**

No Officer or Governor of this corporation shall be personally liable for the debts or obligations of U.S. E&DMC of any nature whatsoever, nor shall any other property or assets of the Officers or Governors be subject to the payment of the debts or obligations of this corporation.

### **4.3 Dissolution**

Upon the dissolution of the Corporation, the Board of Governors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation or to such organization or organizations organized and operated in furtherance of the purposes set forth in Article Seventh, hereof, and as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) or 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law), as the Board of Governors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine which are organized and operated exclusively for such purposes. The organization to receive the assets of the U.S. E&DMC hereunder shall be selected by the discretion of a majority of the managing body of the U.S. E&DMC and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the U.S. E&DMC by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to the organizations located within the State of Colorado

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In the event that the court shall find that this section is applicable but there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Colorado to be added to the general fund.

### **4.4 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, Governors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

## **ARTICLE V: Board of Governors**

### **Governance**

U.S. E&DMC shall be governed by its Board of Governors.

### **Initial Governors**

The initial Governors of the corporation shall be:

President - Arthur J. Simental, DM-ABD, M.S., CEM

Vice President of the Senate - Tanya Corbin

Vice President of the Congress - Randal Collins, Ed.D., CEM

Treasurer - Ginny Katz, MPH

Secretary & Parliamentarian - Dr. Tina (Markowski) Bynum

Private Sector Council Chief - Todd Manns

Strategic Partnerships - Tom Sivak, CEM

Strategy & Governance - Todd Thayer De Voe, MPA, CEM®

## **ARTICLE VI: Membership**

### **Membership**

U.S. E&DMC shall have members. The management of the affairs of the corporation shall be vested in a Board of Governors and the Executive Council, as defined in the corporation's bylaws.

## **ARTICLE VII: Amendments**

### **Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Governors.

## **ARTICLE VIII: Address of the Corporation**

### **Corporate Address**

6936 Edinborough Drive, Colorado Springs, Colorado 80922

The mailing address of the corporation is:

6936 Edinborough Drive, Colorado Springs, Colorado 80922

**ARTICLE IX: Appointment of Registered Agent**

**Registered Agent**

The registered agent of the corporation shall be:

**Arthur Simental, 6936 Edinborough Drive, Colorado Springs, Colorado 80922**