



Bylaws of the United States Emergency & Disaster Management Congress

JUNE 6, 2025

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BYLAWS

ARTICLE I. NAME AND OFFICES

The name of this Nonprofit Corporation herein after “the Corporation” shall be the United States Emergency & Disaster Management Congress (U.S.E&DMC). The principal offices of U.S.E&DMC shall be in Colorado Springs, CO, and the Corporation shall have such other offices in other places that the Board of Governors shall from time to time designate.

ARTICLE II. PURPOSE, MISSION, AND VISION

A. Purpose

The United States Emergency & Disaster Management Congress is a nonpartisan, nonprofit 501(c)(6) professional association, incorporated in the State of Colorado, dedicated to advancing the profession of emergency & disaster management.

B. Mission

The United States Emergency & Disaster Management Congress is a nonpartisan, nonprofit 501(c)(6) professional association dedicated to advancing 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. 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 and private.

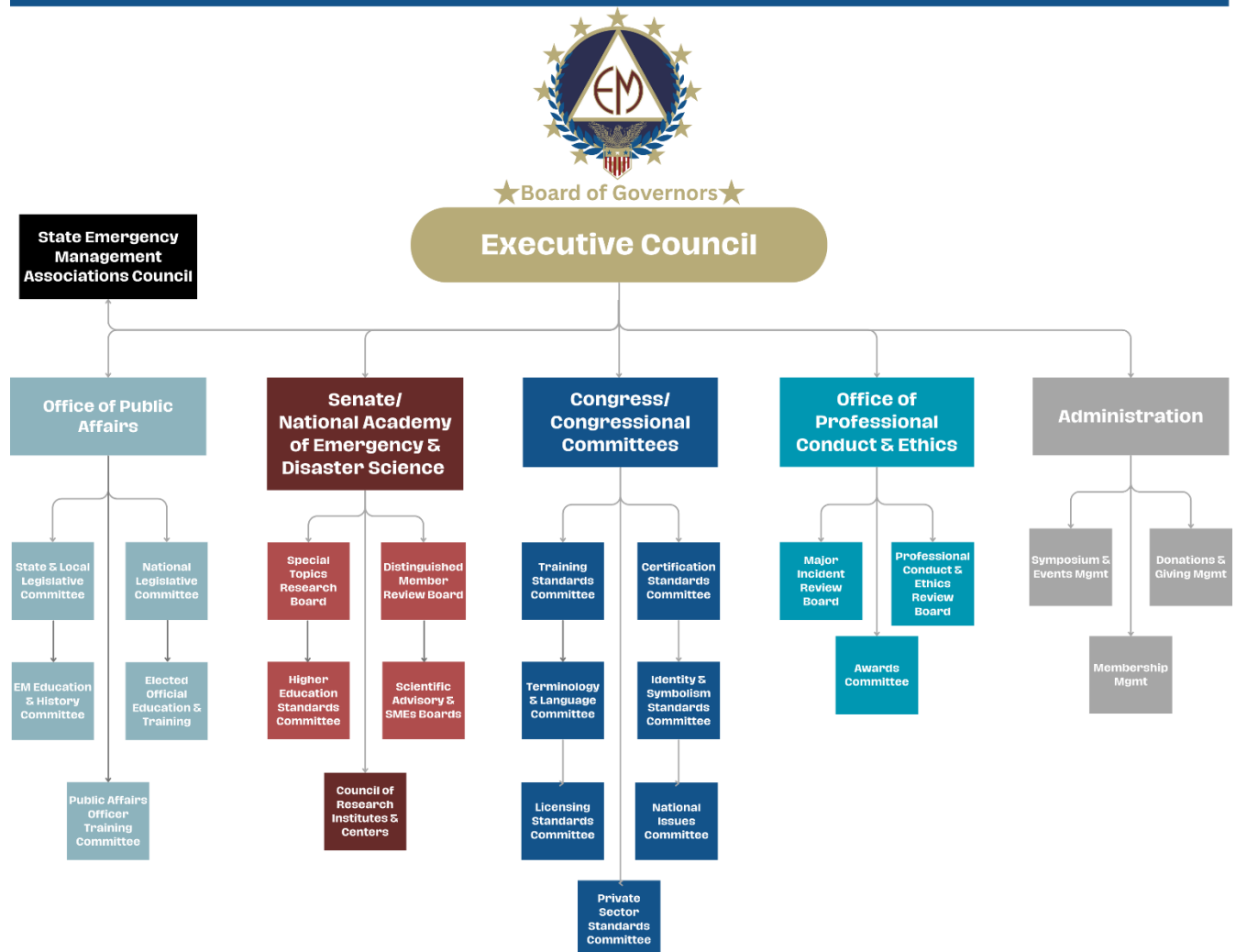
C. Vision

The vision of U.S. E&DMC is to be the leading nationally recognized voice for emergency & disaster management governance and policy.

ARTICLE III. ORGANIZATION

Founded on the fundamental principle that every member should be empowered with a voice and a vote. The organizational structure of the U.S. E&DMC gives the majority of its power to its members and especially its committees. Intentionally designed to prevent stove piping while providing checks and balances in the true fashion of American democracy. The U.S. Emergency & Disaster Management Congress shall be organized into six bodies, one to govern the organization, and five advisory and regulatory bodies comprised of technical committees whom oversee the work products and manage the development and maintenance of a unified national emergency & disaster management professional standard known as the “model emergency management law”.

U.S. Emergency & Disaster Management Congress Organization Chart



1. The Board of Governors

The Board of Governors shall oversee the direction, management, organization, strategy, bylaws, and fiscal management of U.S.E&DMC.

2. Executive Council

The Executive Council oversees the professionalization system and establishes inter-organizational integration, strategic plans, partnerships, legislative advocacy

and priorities. Led by the President, and includes the Vice President, Committee Chairs, Chief of Public Affairs, Chief of Professional Conduct and Ethics, and organizational heads of the recognized standard governing bodies and professional associations, and other appointed advisors across a broad range of emergency & disaster management representation (state/local/tribal/territorial/private sector/etc.).

3. Senate

The Senate is comprised of Academics, Researchers, and distinguished Emergency Management members. The purpose of the Senate and the National Academy of Emergency & Disaster Science is to develop the guidelines for achieving the standards enacted and ensuring that the standards are reflective of the latest in disaster science & research moving the profession ever forward. The Senate is led by the Disaster Congress' Vice President whom shall be elected from the National Academy of Disaster Science membership. Members of the National Academy of Disaster Science shall be nominated and elected by its membership annually for distinguished contributions to the profession and their subject matter expertise in one or more functional areas. Membership of the Senate shall be granted on a lifetime basis for distinguished contributions to the profession.

4. Congress

- a. The main body of the U.S. Emergency & Disaster Management Congress will be led by emergency management professionals. *Members are empowered to*

Speak on issues, serve on committees, and bring standards and resolutions to vote before the whole congress so that consensus can be achieved.

- b. The disaster congress will have various Committees both permanent and as warranted that are dedicated to advancing key pillars of the profession through robust inter-organizational collaboration. Committees will be empowered to bring forth new and updated standards for voting by the disaster congress. Heads of Committees shall be elected by their members for a term and will be representatives and part of the Executive Council.

5. Office of Public Affairs

The Office of Public Affairs oversees public affairs, legislative advocacy, lobbying, elected official education, etc.

6. Office of Professional Conduct & Ethics

The Office of Professional Conduct & Ethics oversees the development and maintenance of the professional code of conduct, code of ethics, the Major Incident Review Board, and Professional Conduct & Ethics Review Board which oversees the formal grievance, disciplinary, and conduct review process of the disaster congress membership.

ARTICLE IV. MEMBERSHIP

A. Categories of Membership

The membership of the Corporation is divided into four categories (Individual Members, Corporate Members, Academic & Institutional Members, and Affiliate Members),

Members or Associate Members.

1. Individual Members or Associate Members comprise the U.S.E&DMC – Congress and the congressional committees.
2. Members shall be composed of individual emergency and disaster management professionals across the United States of America.
3. Associate Members shall be any student, retired professionals, or recognized special category of membership by the Board of Governors. Associate Members may be granted voting or non-voting status.

Corporate Members

1. Corporate Members are part of the U.S.E&DMC – Congress and private sector congressional committees.
2. Corporate Members are private industry, corporate, or other organizational entities, or individual person whose represents private sector emergency & disaster management interests such as consultants, private sector service providers and corporate entities.

Academic & Institutional Members

1. Academic & Institutional Members are part of the U.S.E&DMC – Senate and National Academy of Emergency & Disaster Science committees.
2. Academic & Institutional Members shall be comprised of academics, professors, and higher education institutional researchers, and members whom shall comprise the U.S.E&DMC Senate.

3. Qualification for Academic and institutional membership requires higher education institutional affiliation, or obtainment of a terminal degree at the doctoral level in emergency & disaster management or a directly related field.
4. Additionally, Distinguished emergency & disaster management professionals may be nominated annually by their peers in the Congress for unique and distinguished contributions to the profession for advancement to the Senate. Distinguished Members of the Senate are granted senatorial membership for a lifetime basis.

Affiliate Members

Affiliate Members represent any affiliated or allied professions, associations, or entities who are not directly involved in emergency & disaster management activities or have a secondary role with an aligned interest. These members are non-voting and serve as representatives of affiliated interest groups.

B. Dues and Assessments

The Board of Governors may recommend to the Members an increase in annual dues to provide sufficient funds for carrying on the work of the corporation. The Members, during the annual meeting, shall approve/disapprove the dues increase. Dues need not be uniform between Members categories. The fiscal year shall be July 1 through June 30, with dues and/or assessments due by July 1, and delinquent on January 1 of the following year.

C. Voting

General Rules & Authorities

1. When voting is conducted all members eligible to vote may cast a single vote at all meetings, either in person, virtually, or by proxy in writing.

2. Authorization and eligibility for voting requires one to be a recognized member of the group under which a vote is called i.e. Board of Governors, Executive Council, Senate, Congress, Committees and Boards, etc.
3. All proxies shall be filed with the Secretary of the meeting before being voted upon.
4. No Member shall be eligible to vote whose dues or assessments are delinquent.

Procedural Rules

Resolutions

1. All eligible voting members may call for a resolution on matters before the standing body of the disaster congress (Board of Governors, Executive Council, Senate, Congress, Committees and Boards, etc.) in which they are recognized members.
2. Resolutions include votes to approve, veto, amend, or symbolic resolutions seeking to establish a position on a matter such as endorsement of legislation, policy, national emergency management issue, etc.
3. Resolutions must be non-partisan on any political matters as a matter of foundational principles governing the establishment of the U.S. E&DMC.
4. Calls for resolutions must be seconded by another eligible, recognized voting member.

Super Resolutions

1. Super Resolutions are resolutions in which matters may be directly brought to the whole disaster congress for voting including adoption of standards, symbolic resolutions on political matters, policies, and amendments to the bylaws.
2. At annual meetings super resolutions must be sponsored by four members of each of the six bodies that comprise the U.S.E&DMC (Board of Governors, Executive

Council, Senate, Congress, Office of Professional Conduct and Ethics, Office of Public Affairs.

3. Additionally, the Board of Governors may unanimously vote to call for super resolutions on any matter.

Annual Meetings

1. Certain matters are required to be voted on by the entire membership of the U.S. E&DMC. Matters that must be voted on before the entire disaster congress at annual meetings include:
 - i. Annual Dues
 - ii. Board of Governors Compensation
 - iii. Final adoption of professionalization standards
2. As it pertains to professionalization standards, all final votes on professionalization standards to be enacted and officially recognized as part of the unified national emergency & disaster management professional standard known as the “model emergency management law” shall be required to first be procedurally passed through resolution within the committee for which it originated, followed by the congress, senate, and lastly the executive committee before it may make its way to the floor before the entire disaster congress for final vote for adoption.

Office of Professional Conduct & Ethics

1. Voting on any disciplinary matters before the Board of Professional Conduct and Ethics shall follow and be governed by the procedural rules established by the Board of Professional Conduct and Ethics and shall be confidential.

2. Procedural Rules shall be published and maintained by the Office of Professional Conduct and Ethics.
3. Changes to the procedural rules of the Office of Professional Conduct and Ethics regarding disciplinary matters must be approved by the Office of Professional Conduct members at large and ratified by the Board of Governors.
4. Changes to Professional Conduct and Ethics rules shall be published and made available annually.

ARTICLE V. ADMINISTRATION

A. Executive Director

1. The Board of Governors may utilize or hire an Executive Director. Subject to the direction of the Board of Governors, and in conformity with these Bylaws, the Executive Director shall be in charge of the day-to-day operations, staff, offices, and finances of U.S.E&DMC.
2. In the absence or vacancy of an Executive Director, the President of the Board of Governors shall assume direct control and responsibility for the charge and management of all day-to-day operations and may further share and delegate these responsibilities accordingly among the rest of the Board of Governors as appropriate and able.

B. Staff

The Executive Director will employ, discharge, and establish the terms and conditions of employment of all U.S.E&DMC employees, operating within established human resources policies and procedures, and applicable laws. The staff is charged to assist in the provision

of administrative and member services and to perform such other reasonable duties as U.S.E&DMC's duly elected President and Board of Governors may specify.

C. Inspection of Books and Accounts

The books, accounts, and records of U.S.E&DMC shall be opened to inspection by any member of the Board of Governors at any time. Members may, at discretion of the Board, inspect the books of U.S.E&DMC at such reasonable times as the Governors may by resolution designate. The original or a duplicate membership registry shall at all times be kept at the U.S.E&DMC office. These books, accounts, and records remain the property of U.S.E&DMC and under the control of U.S.E&DMC, not any member of the Board of Governors.

ARTICLE VI. OFFICERS

The officers of U.S.E&DMC shall be the President, the immediate Past President, the Vice President of the Senate, the Vice President of the Congress, the Secretary & Parliamentarian, the Treasurer, the Chief of Public Affairs, and the Chief of Professional Conduct & Ethics of the Disaster Congress. Officers of the U.S. E&DMC are appointed by the President or the Board of Governors Nominating Committee.

A. President

1. The President shall be the Chief Executive Officer of U.S.E&DMC; and shall preside at all meetings-at-large of the Members, and Governors; and shall have general and active management of the business of U.S.E&DMC; and shall execute bonds, mortgages and all contracts requiring a seal, affixing the corporate seal thereto.

2. The President shall have general supervision and direction of all the other Officers of U.S.E&DMC, shall see that their duties are properly performed, and shall appoint all committees and name the chairman and vice chairman thereof.
3. The President shall submit a report of the operations of U.S.E&DMC for the fiscal year to the Board of Governors at their first regular meeting in each year, and to the full membership, at the annual meeting, and when the interests of U.S.E&DMC may require. The President shall be an ex-officio member of all standing committees and shall have the powers and duties of supervision and management usually vested in the office of President of a corporation. The President shall make all necessary arrangements for the holding of meetings and shall have authority to make such reasonable expenditures for and on behalf of U.S.E&DMC as in their judgment may be necessary, within the limits of funds available in the Treasury.
4. The President shall also be the Head of the Executive Council; and shall preside at all meetings-at-large of the Executive Council; and shall have general and active management of the business of Executive Council; and shall execute all contracts and partnership agreements requiring a seal, affixing the corporate seal thereto.

B. Vice-President of the Senate

1. The Vice President of the Senate shall be the Head of the Senate and the National Academy of Emergency & Disaster Science; and shall preside at all meetings-at-large of the Senate; and shall have general and active management of the business of Senate; and shall execute all contracts and partnership agreements requiring a seal, affixing the corporate seal thereto.

2. The Vice-President of the Senate shall have general supervision and direction of the Senate and shall appoint all Senate committees and name the chairman and vice chairman thereof.
3. The Vice President of the Senate shall perform the duties of the President during the disability or absence of the latter office, and upon a vacancy occurring in the Office of President, shall succeed to that office for the duration of the unexpired term.
4. In the event of a vacancy in the Office of Vice President of the Senate, the President will appoint an (Interim) Vice President to serve until the next regular annual meeting, at which time a new Vice President shall be elected by the Board of Governors. An interim Vice President shall not automatically assume the Office of Vice-President upon the expiration of the un-expired term of office of the Vice-President.

C. Vice-President of the Congress

1. The Vice President of the Congress shall be the Head of the Disaster Congress; and shall preside at all meetings-at-large of the Congress; and shall have general and active management of the business of Congress; and shall execute all contracts and partnership agreements requiring a seal, affixing the corporate seal thereto.
2. The Vice-President of the Congress shall have general supervision and direction of the Congress and shall appoint all Congress committees and name the chairman and vice chairman thereof.

3. In the event of vacancy, disability, or absence of both the President and Vice President of the Senate, the Vice President of the Congress, shall succeed to the office of the President for the duration of the unexpired term.
4. In the event of a vacancy in the Office of Vice President of the Congress, the President will appoint an (Interim) Vice President to serve until the next regular annual meeting, at which time a new Vice President shall be elected by the Board of Governors. An interim Vice President shall not automatically assume the Office of Vice-President upon the expiration of the un-expired term of office of the Vice-President.

D. Secretary & Parliamentarian

The Secretary & Parliamentarian shall attend all sessions of the Board of Governors and all meetings of Members-at large and act as clerk thereof and shall record all votes and minutes. They shall give, or cause to be given, notice of all meetings of the Members, pursuant to Article XIII, Section E, and of the Board of Governors, pursuant to Article VII, Section D, and shall perform such other duties as may be prescribed by the Members or President, under whose supervision they shall be. They shall be sworn to the faithful discharge of his/her duties. In the event of a vacancy in the office of Secretary & Parliamentarian, during a term, the President shall appoint an (interim) Secretary to fill the unexpired term. Such an appointment is to be made within thirty (30) days of the vacancy.

E. Treasurer

The Treasurer shall provide oversight of the finances of the Corporation. Financial reports should be provided to the Board of Governors at least twice annually and to the

Membership during the regular annual meeting. In the event of a vacancy in the office of Treasurer, during a term, the President shall appoint an (interim) Treasurer to fill the unexpired term. Such an appointment is to be made within thirty (30) days of the vacancy.

F. Chief of Public Affairs

1. The Chief of Public Affairs shall be the Head Public Affairs Officer of U.S.E&DMC; and shall preside at all meetings-at-large of the Office of Public Affairs; and shall have general and active management of the business of Office of Public Affairs; and shall execute all contracts and partnership agreements requiring a seal, affixing the corporate seal thereto.
2. The Chief of Public Affairs shall have general supervision and direction of the Office of Public Affairs and shall appoint all Office of Public Affairs committees and name the chairman and vice chairman thereof.
4. In the event of a vacancy in the Office of Public Affairs, the President will appoint an (Interim) Chief Public Affairs Officer to serve until the next regular annual meeting, at which time a new Chief of Public Affairs shall be elected by the Board of Governors. An interim Chief of Public Affairs shall not automatically assume the Office of Public Affairs upon the expiration of the un-expired term of office of the Chief of Public Affairs.

G. Chief of Professional Conduct & Ethics

1. The Chief of the Office of Professional Conduct and Ethics shall be the Head Professional Conduct and Ethics Officer of U.S.E&DMC; and shall preside at all meetings-at-large of the Office of Professional Conduct and Ethics; and shall have

general and active management of the business of Office of Professional Conduct and Ethics; and shall execute all contracts and partnership agreements requiring a seal, affixing the corporate seal thereto.

2. The Chief of the Office of Professional Conduct and Ethics shall have general supervision and direction of the Office of Professional Conduct and Ethics and shall appoint all Office of Professional Conduct and Ethics committees and name the chairman and vice chairman thereof.
3. In the event of a vacancy in the Office of Professional Conduct and Ethics, the President will appoint an (Interim) Chief Office of Professional Conduct and Ethics Officer to serve until the next regular annual meeting, at which time a new Chief Office of Professional Conduct and Ethics Officer will be elected by the Board of Governors. An interim Chief Office of Professional Conduct and Ethics Officer shall not automatically assume the Office of Professional Conduct and Ethics upon the expiration of the un-expired term of office of the Chief of the Office of Professional Conduct and Ethics.

F. Terms of Office

The officers shall serve for one (4) year term unless they are reelected, or their successors are elected and duly qualified by the Board of Governors. An officer is ineligible to hold more than one elected position at a time. Officer transitions will occur during the final three months prior to the end of the current term of office at which time newly elected officers will shadow the current officer and undergo training to assume the position to which they have been appointed and elected. Board of Governor seats granted to partner associations

(IAEM/NEMA) shall be for a term of 2 years in accordance with their association's specific bylaws and can further be extended up to a full 4 year term should their home association consent to extending the posting of their leadership representative assigned to the U.S. E&DMC Board of Governors.

G. Election Procedures

1. Nominations

In order to be placed on the ballot for election to office, the candidate must be a member in good standing for at least four previous years and submit the following to the nominating committee at least 90 days prior to the first scheduled day of the annual conference.

- a) A letter stating candidacy and a brief resume/CV.
- b) A letter of support from the candidate's immediate supervisor or department director approving the time and travel necessary to satisfactorily fulfill the office requirements, or personal statement affirming the same if self-employed.

Nominations may be submitted directly to the Board of Governors Nominating Committee. To be considered for an office, the candidate must at time of nomination provide the same two items above. All individuals meeting these requirements shall be considered candidates for the office they seek.

Current Officers electing to run for reelection and stay in office are only required to submit a brief letter with their intent to do so to the Board of Governors Nominating Committee.

2. Elections

Officer elections are held during the final business session of the annual meeting.

Voting authority lies with the Nominating Committee of the Board of Governors. Each member of the Nominating Committee of the Board of Governors shall have one vote, either in person or by proxy in writing. All proxies shall be filed with the Secretary & Parliamentarian of the meeting before being voted upon.

3. Board of Governors Nominating Committee

The Board of Governors Nominating Committee shall be composed of the following:

- a) All other current Board of Governors members who are not in Officer Positions.
- b) The Chair and Vice Chairs of each permanent committee of the Executive Council, Congress, and the Senate.

The Board of Governors Nominating Committee shall elect its Chair and Vice Chair at its first meeting.

H. Compensation

- a) The Board of Governors serves as the Chief representatives of the U.S E&DMC.
Service on the board is voluntary, and no direct compensation is provided.
- b) Members of the Board of Governors may be reimbursed for performing specific services supporting the management of the U.S E&DMC in fulfilling its mission and responsibilities.
- c) Board members will be eligible to have their travel and lodging directly paid for or reimbursed by the U.S. E&DMC in the performance of their official duties and to the annual meeting in which their attendance is required. All per diem will follow the GSA rates for meals and mileage.

I. Resignation, Removal, and Vacancies

1. Resignation

Any member of the Board of Governors or officer of U.S.E&DMC may resign the office at any time. Such resignation must be made in writing and shall be submitted to both the President and Secretary and shall take effect from the time of its acceptance by U.S.E&DMC.

2. Disciplinary Action & Removal

- a) Any officer or member of the Board of Governors may only be removed from office for just cause.
- b) Examples of offenses for which a member of the Board of the Governors or officer may be removed include, but are not limited to, significant conflicts of interest, unethical behavior, misuse of U.S.E&DMC funds, fraudulent or criminal acts, sexual harassment, hate speech and discriminatory language, violence (threatened or actual), and conduct unbecoming that negatively impacts the reputation or image of the U.S. E&DMC.
- c) The Disciplinary Review Board may remove an officer or member of the Board of Governors if they are found to have committed a major act under the just cause provision.
- d) Concerns should be submitted directly to the Chief of Professional Conduct and Ethics.
- e) The Chief of Professional Conduct & Ethics will initiate an investigation and convene an Ad-Hoc Professional Conduct & Ethics Disciplinary Review Board that they will chair. The Disciplinary Review Board will be comprised of volunteer

members of the Office of Professional Conduct and Ethics who will review the complaints and allegations made.

- f) The Disciplinary Review Board will follow the established bylaws and professional conduct and ethics disciplinary review procedures and guidelines as adopted and approved by the Board of Governors to provide fair and impartial due process. All involved parties will be entitled to confidentiality and provided an equal opportunity to be heard and to provide evidence in the support or defense of their actions. Following which at the end of the professional conduct and ethics disciplinary review proceedings a confidential vote will be held to adjudicate or vindicate such claims and determine any subsequent disciplinary measures that will be prescribed by the disciplinary review board.
- g) This section additionally applies to all members of the U.S. E&DMC.
- h) Appeals may be made to the Disciplinary Review Board in writing within 45 days of the verdict.

3. Vacancies

- a) If vacancies occur simultaneously in the office of President, Vice President of the Senate, and Vice President of the Congress during a term, the vacancy of President shall be filled by a majority vote of the Board of Governors Nominating Committee and the Secretary and the Treasurer within thirty (30) days of the occurrence of such vacancies.

- b) In the event of simultaneous vacancies of all officers of the Board of Governors, the remaining members of the Board of Governors and the Nominating Committee will convene to establish a new slate of officers within 30 days.

ARTICLE VII. BOARD OF GOVERNORS

A. Composition

The Board of Governors shall consist of a minimum of seven Governors, who shall be Members in good standing and Officers of the Corporation. The Board of Governors in whole is comprised of seven Officers and seven members at large. The Board of Governors is recommended to provide diverse representation and staffing of all key roles and responsibilities in the management of the U.S. E&DMC.

B. Eligibility

The Governors will consist of the seven Officers, and seven additional Members at-large of the Board of Governors who serve as chairpersons of full standing committees or Chief representatives of the disaster congress as appointed by the U.S.E&DMC President. All new Board members will take an oath or affirmation to support the Constitution of the United States and to promote the interests of the United States Emergency & Disaster Management Congress and to faithfully discharge the duties of their office to the best of their ability.

C. Meetings

The Board of Governors shall meet at least twice annually, with one such meeting being held during the regular annual meeting.

D. Notice

The Secretary shall provide notice of all annual or special meetings of the Board of Governors by providing notice to each Board Member by electronic transmission at the address as it appears upon the records of the Corporation at least ten (10) days prior to meeting. The notice shall state the purpose or purposes for which the meeting is called.

E. Quorum

A majority of the number of Governors shall constitute a quorum of the Board of Governors. The act of the majority of Board Members present at a meeting, at which a quorum is present, shall constitute the act of the entire Board of Governors, unless a greater number is required by statute, the Articles of Incorporation or these Bylaws.

F. Term of Office

Each member of the Board of Governors shall serve for (1) four-year terms. Members of the Board of Governors may serve additional terms and until their successor is elected, duly qualified and sworn into office. The term of office shall commence upon the first day of the third month following their election on the last day of the annual meeting and will continue until the same until his/her successor is elected, duly qualified, and sworn into office.

G. Conflict of Interest

It is the responsibility of the Board Members to bring to the immediate attention of the Board any conflict of interest or appearance of conflict of interest as outlined in the U.S.E&DMC Policies and Procedures Manual. It will be the responsibility of the Board Member to recuse himself/herself from any action or to disclose any potential conflict and to recuse from voting on that issue.

H. Disciplinary Action & Removal

1. Any officer or member of the Board of Governors may only be removed from office for just cause.
2. Examples of offenses for which a member of the Board of the Governors or officer may be removed include, but are not limited to, significant conflicts of interest, unethical behavior, misuse of U.S.E&DMC funds, fraudulent or criminal acts, sexual harassment, hate speech and discriminatory language, violence (threatened or actual), and conduct unbecoming that negatively impacts the reputation or image of the U.S. E&DMC.
3. The Disciplinary Review Board may remove an officer or member of the Board of Governors if they are found to have committed a major act under the just cause provision.
4. Concerns should be submitted directly to the Chief of Professional Conduct and Ethics.
5. The Chief of Professional Conduct & Ethics will initiate an investigation and convene an Ad-Hoc Professional Conduct & Ethics Disciplinary Review Board that they will chair. The Disciplinary Review Board will be comprised of volunteer members of the Office of Professional Conduct and Ethics who will review the complaints and allegations made.
6. The Disciplinary Review Board will follow the established bylaws and professional conduct and ethics disciplinary review procedures and guidelines as adopted and approved by the Board of Governors to provide fair and impartial due process. All

involved parties will be entitled to confidentiality and provided an equal opportunity to be heard and to provide evidence in the support or defense of their actions.

Following which at the end of the professional conduct and ethics disciplinary review proceedings a confidential vote will be held to adjudicate or vindicate such claims and determine any subsequent disciplinary measures that will be prescribed by the disciplinary review board.

7. This section additionally applies to all members of the U.S. E&DMC.
8. Appeals may be made to the Disciplinary Review Board in writing within 45 days of the verdict.

I. Powers

In addition to the general powers usually vested in the Board of Governors by virtue of its office, and the powers and authorities expressly given by the laws of the State of Colorado, by the terms of the charter of this corporation, and elsewhere in these By-Laws, the following specific powers are hereby conferred upon the Board of Governors:

1. Management of any property of the corporation.
2. Make and change rules and regulations for the management of the business and affairs of the corporation.
3. Purchase or otherwise acquire for the corporation any property, rights or privileges which it is authorized to acquire, at such price or consideration and on such terms and conditions as it may deem expedient.

4. At its discretion, pay for any property or rights acquired by or services rendered to this Corporation, either wholly or in part in money, stocks, bonds, debentures or other securities.
5. Create, make, and issue mortgages, bonds and deeds of trust, trust agreements and negotiable or transferable instruments and securities secured by mortgage or otherwise, and to do every act and thing necessary to effectuate the same.
6. Appoint, remove, or suspend subordinate officers, agents or servants, permanently or temporarily, determining their duties and fixings, and from time to time changing their salaries or emoluments, and at its discretion requiring security.
7. Confer by resolution upon any officer or agent of the Corporation the power to appoint, remove or suspend subordinate officers, agents or servants.
8. Determine who shall be authorized on behalf of the Corporation to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.
9. Delegate any of the powers of the Board in the course of the business of the Corporation, to any standing or special committee, or to any officer or agent of the Corporation, and to appoint any person or persons to be agents of the Corporation with such powers (including the power to sub delegate) and upon such terms as it thinks fit.
10. Generally, to do all such lawful acts and things that are not expressly prohibited by law or by these Bylaws directed or required to be exercised or done by the Members.

ARTICLE VIII. MEETINGS

A. Regular Meetings At-large

A regular annual meeting At-large of the Members of the Corporation shall be held during the Fall or Winter at such time and place as may be determined by the President of the Corporation. In no event may the annual meeting be more than fourteen months after the last day of the prior annual meeting. A semi-annual meeting will be held in the spring at the discretion of the President.

B. Special Meetings

Special meetings of the Members of the Corporation may be called by the President or by three members of the Board of Governors for such purpose or purposes as they deem advisable. Members may participate in special meetings through the use of teleconferencing equipment.

C. Voting and Quorum

Voting authority lies with the individual members of the Corporation. Each Member shall have one vote at all meetings, either in person or by proxy in writing. All proxies shall be filed with the Secretary of the meeting before being voted upon. For the transaction of business at a regular or special meeting, fifteen (15) Members shall constitute a quorum.

D. Order of Business

The usual order of business for membership meetings shall be as follows:

1. Roll call (a quorum being present).
2. Reading of minutes of preceding meeting and action thereon.
3. Reports by officers.
4. Reports by committees.

5. Installation of new officers.
6. Unfinished business.
7. Miscellaneous business.
8. New business.

E. Notice

The Secretary shall cause written notice of meeting to be electronically transferred to each Member entitled to vote at the address as it appears upon the records of the Corporation.

Notice shall state the place, date and hour of the meeting. Notice shall be delivered not less than thirty (30) days for regular meetings and ten (10) days for special meetings prior to the meeting.

F. Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these Bylaws, a waiver thereof in writing, signed by the person entitled to said notice, whether before or after the time stated herein, shall be deemed equivalent thereto.

G. Robert's Rules of Order

All meetings of the Members shall be conducted in accordance with Roberts Rules of Order. With exception to the rules set forth under voting in ARTICLE IV. MEMBERSHIP Section C: Voting.

ARTICLE IX. COMMITTEES

The President may appoint committees and subcommittees deemed necessary by the President and the Board of Governors to assist in carrying out the duties of U.S.E&DMC.

The President shall appoint a Chair and Vice Chair of each committee and subcommittee

on an initial 2-year term basis. Permanent Committees thereafter shall vote internally for the election of Committee Chairs and Vice Chairs.

Committee Chairs are further appointed as representatives of the Executive Council of the U.S. E&DMC.

Vice Chairs shall serve as the Secretary and Parliamentarian of the committee.

In the absence of the Committee Chair, the Vice Chair shall serve in the Chairs stead.

In absence or disability of both the chair and the vice chair of any committee the President may appoint new chairs or initiate the election of new chairs if sufficient interest is garnered in the positions.

All new Committee Chairs and Vice Chairs will take an oath or affirmation to support the Constitution of the United States and to promote the interests of the United States Emergency & Disaster Management Congress and to faithfully discharge the duties of their office to the best of their ability.

ARTICLE X. COMPLIANCE

Any concerns related to compliance with the Bylaws or the U.S.E&DMC Policy and Procedure Manual, should be reported to the Chief of Professional Conduct & Ethics or any member of the Board of Governors, who will relay the alleged violation to the Board of Governors at the next regularly scheduled meeting for review and consideration.

ARTICLE XI. AMENDMENTS

The all Members of the U.S. Emergency & Disaster Management Congress may petition the Board of Governors to amend these Bylaws at any duly constituted meeting of the Board of

Governors, provided notice of such proposed alteration or amendment has been given to each Member of the Board of Governors at least thirty (30) days prior to said meeting by electronic transmission, and quorum of the Board of Governors is present. The Board of Governors may act in its discretion on any amendment presented or differ the matter for vote to the membership at large.

ARTICLE XII. Professional Code of Conduct & Ethics

All Members of the U.S. Emergency & Disaster Management Congress are required to swear a professional oath to uphold the Professional Code of Conduct and Code of Ethics established by the U.S. E&DMC. Violations of the Professional Code of Conduct and Code of Ethics can result in disciplinary action including fines, civil penalties, removal from any office or position within the U.S. E&DMC, up to and including termination, and revocation of licensure and certification or other disciplinary measures as applicable and appropriate.

Code of Ethics and Professional Standards of Conduct for Emergency Management Professionals

All members of the U.S. E&DMC are required to swear or affirm that they shall follow and uphold the Code of Ethics and Professional Standards of Conduct for Emergency Management professionals as adopted by the Board of Governors within this section: Article XII.

https://www.ndsu.edu/fileadmin/emgt/Code_of_Ethics_and_Professional_Standards_of_Conduct_for_Emergency_Management_Professionals_2023_final.pdf

<https://wmpllc.org/ojs/index.php/jem/article/view/3575/3866>

ARTICLE XIII. Professional Conduct & Ethics Disciplinary Review Board Manual

As approved by the Board of Governors:

Date:

Version:

ARTICLE XIV. Oath of Office

All new Officers, Board Members, or Committee Chairs/Vice Chairs of this Association, “Association Leadership” are required to swear or affirm an oath upon taking or resuming office and will sign and return the affidavit and agreement below describing their service.

Oath of Office

Script to be Administered by the President or a presiding Officer of the Board of Governors.

You are about to assume the role of an Officer, Board Member, or Committee Chair/Vice Chair of this Association and thereby commit yourself to representing the best interests of our membership, emergency & disaster management professionals, and the public we serve. As an Officer/Board Member/Chair/Vice Chair, you are taking on certain legal and/or fiduciary duties in your position on the Board of Governors and Association Leadership.

With this in mind, are you now prepared to take the Oath of Office?

Please raise your right hand...

Do you solemnly swear that you will administer the office to which you have been Elected or Appointed to the best of your ability and judgment, in conformity with the Bylaws and Policies and Procedures of our Association? That you will adhere to and enforce the United States Emergency & Disaster Management Congress Professional Code of Conduct and Ethics? And, that you will, in all your actions, be governed by the principles of integrity, honesty, justice, and exercise professionalism, competence, respect and loyalty in the performance of my duties and use information, confidential or otherwise, gained by virtue of my position, only to benefit those I am entrusted to serve., and in every manner possible endeavor to promote and safeguard the best interest and welfare of the members of our Association, and the authority and practices of our Board of Governors.

If you do so affirm, please say -- I do.

You may lower your hand(s).

By virtue of the authority conferred upon me by the United States Emergency & Disaster Management Congress®, I do hereby proclaim you as officially installed into your elected or appointed office.

On behalf of all members of our Association and the entire U.S. E&DMC®, congratulations and thank you for your commitment and willingness to serve.

Agreement To Serve (To be signed)

I understand that as a member of the Board of Governors, I have a legal and ethical responsibility to ensure that the Association's long-term stability and integrity in pursuit of working to meet its Purpose, Goals, Mission, Vision, and of the Strategic Plan. I believe in the purpose of the Association, and I will act responsibly and prudently as a steward of the Association. As part of my responsibilities as a Board Member agree and acknowledge the following:

Board Policies

1. I will immediately announce and openly disclose any actual or perceived conflicts of interest and recuse myself from discussions and votes where I have a conflict of interest that could bias my decisions. If I am asked or requested to respond to questions I will respectfully provide a neutral viewpoint.
2. I agree to and will maintain the confidentiality of Board conversations, deliberations, and business affairs both during my service on the Board and after my term ends.
3. I will abide by and publicly support the final decisions of the Board, including those with which I might have a differing opinion or disagree with.
4. I will respect my fellow Governors and the members of the Association, acknowledging differences of opinion, providing for open and respectful discussion, and making decisions only after listening to all points of view and all available data.
5. I will respect and support the business office of the Association, and the position and authority of the Association President/CEO. I will communicate ideas about office programs or administrative activities to the President rather than to business office staff, and I will refrain from making personal or special requests of the staff.

Board and Committee Participation

1. I will act in good faith and exercise my best efforts by attending, being active, and participate in the Board and General Membership meetings. I will faithfully prepare for discussions and decisions that affect the Association by reading information sent to me and by striving to be knowledgeable on issues of importance to the Association and its members.

2. I will disclose all pertinent facts, research, and information I have knowledge of on any issue discussed by the Board of Directors. I will make decisions in the best interest of the Association and based on factual data rather than unsubstantiated opinions.
3. As a Governor, I will be an active ex-officio member of at least one Committee or Special Committee/Task Force to bring Board representation to the general committee members and will, if asked, be willing to take a leadership role on the committee.
4. I will also be willing to accept individual initiatives and to share my professional expertise during all meetings and events of the Association.

Outreach

1. I will promote the Association's work and values to the community, positively and respectfully represent the Association, and act as a spokesperson for the Association.
2. I will seek out and represent our memberships' needs and values to the Board, speak out for their interests and on their behalf, to hold the Association accountable.
3. I will uphold and promote the U.S. E&DMC Code of Conduct & Ethics to the Association members.

Resource Development

I will be an advocate for and help support the resource development of the Association, specifically:

1. I will make a personal commitment, to the best of my ability, to actively participate in Association sponsored events that are scheduled throughout the year.
2. I will reach out to other members to recruit active participation and involvement in Association events, classes, and meetings.
3. I will make an effort to reach out to our local community members and businesses to help identify and cultivate relationships that support the initiatives of the Association as donors, members, volunteers, and advocates.

Active Participation

1. I will stay informed about what's going on in the Association and developments in fields relevant to the Association. I will ask respectful questions and politely request information.
2. I will stay updated and informed about what's going on in the emergency & disaster management field and enterprise. I will work to promote to keep our Association current

with trends and business operations to remain an active, beneficial, and progressive Association.

3. I will participate in and take responsibility for making sound decisions on issues, policies, and other business matters of the Association. I will not stay silent if I have questions or concerns, and voice my questions and concerns in a respectful, intelligent manner.

4. I will read and understand the financial statements and otherwise assist the Board in fulfilling its fiduciary responsibility.

5. I will participate in the assessment of my fulfillment of these commitments and will, if asked, agree to step down from the board if I am no longer able or willing to faithfully fulfill my duties.

In turn, the Association will be responsible to me in the following ways:

1. I will receive regular financial reports and updates of the Association's events and activities that allow me to meet the "prudent person" standards of the law. (To act with the same judgment and care as, in like circumstances, a prudent person would act.)

2. Opportunities will be offered to me to discuss with the President the Association's programs, goals, activities, and status.

3. The Association will help me perform my duties by keeping me informed about issues in the industry and field in which we are working and by offering me opportunities for professional development as a Board member.

4. Fellow Board members, Officers and staff will respond in a straightforward, truthful fashion to questions that I feel are necessary to carry out my fiscal, legal, and moral responsibilities to this Association.

I have carefully read and understand the terms of this agreement and hereby accept and agree to be bound by the terms contained herein. Should I breach this Agreement, I understand I will be held fully accountable both civilly and criminally. If for any reason, I am unable to carry out my duties as described in this Agreement, I agree to contact the President in a timely manner.

SIGNED _____ DATE _____

PRINTED NAME: _____