

**VIRGINIA EMERGENCY MANAGEMENT ASSOCIATION
CONSTITUTION**

PREAMBLE

The Virginia Emergency Management Association was founded in 1963 to promote, support and advocate for emergency management in Virginia. This Constitution and its associated By-Laws were drafted and adopted to provide the framework and guidance of the Association.

ARTICLE 1

NAME AND GEOGRAPHICAL LIMITS

Section 1. Name

- (a) The name of this organization shall be the "Virginia Emergency Management Association (VEMA), Incorporated", hereinafter referred to as the "Association".
- (b) The Association shall be a nonprofit organization, incorporated under and operated in compliance with the laws of the Commonwealth of Virginia.

Section 2. Geographical Limits

The Association may be organized into regional areas that coincide with the geographical areas established by the Commonwealth of Virginia Department of Emergency Management.

ARTICLE 2

PURPOSE

The purposes of this Association shall include the following:

- (a) To promote a professional emergency management organization comprised of all disciplines of emergency management within the Commonwealth of Virginia.
- (b) To promote an all-hazards approach to emergency management throughout the Commonwealth among individuals, neighborhoods, communities, businesses, schools, institutions of higher education, non-government agencies, faith-based organizations, and government at all levels.
- (c) To promote and enhance emergency management across all levels of government and non-governmental organizations throughout the Commonwealth of Virginia.

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(d) To study, research, collect, compile and disseminate information about effective emergency management and related functions to federal, state and local governments, and other entities throughout the Commonwealth of Virginia.

(e) To monitor the legislative process and the decision-making processes of the state regulatory agencies as they relate to the interests of the membership, and to keep the membership informed of the same.

(f) To develop, sponsor, promote, conduct and participate in educational programs including workshops, seminars, conferences and exercises in the field of emergency management.

(g) To promote the professional development and recognition of emergency management as a profession through training, education, and experience-based certification program.

(h) To work with and assist the Virginia Governor's Secretariat of Public Safety and Homeland Security, the Virginia Department of Emergency Management, the Federal Emergency Management Agency, and other state, national, or international associations or groups on matters of mutual interest or benefit; and

(i) Other purposes which the membership deems worthy and necessary to further the Association.

ARTICLE 3

MEMBERSHIP

Membership in the Association shall be available to any person whose interest or responsibilities relate to emergency management, as set forth in the Association By-Laws. Various membership levels, membership fees, and membership voting rights or restrictions may be incorporated in the Association By-Laws.

ARTICLE 4

OFFICERS

Section 1. Composition

The Officers of the Association shall be the President, 1st Vice President, 2nd Vice President, Secretary, Treasurer. Duties of these officers shall be set forth in the Association By-Laws.

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Section 2. Powers and Authorities

- (a) Elected Officers are authorized, on behalf of the Association, to accept donations and gifts made to the Association as set forth in the Association By-Laws.
- (b) Elected Officers who have been previously authorized by the Executive Committee may initiate and enter into transactions and contracts on behalf of and to promote the business of the Association subject to later ratification by the Executive Committee.
- (c) Elected Officers are authorized to draft amendments to this Constitution, to draft By-Laws and amendments to By-Laws to administer the Association, to recommend fees for conferences and activities, to recommend changes in membership dues to the membership, and other matters which in the discretion of the Executive Committee are necessary for successful and effective administration of the Association.

Section 3. Election of Officers

Elections are to be held as part of the Annual Meeting, in accordance with procedures listed in the By-Laws. Special elections to fill officer vacancies for the remainder of an unexpired term of office may be held at the discretion of the Executive Committee.

Section 4. Terms of Office

The terms of office for Officers of the Association shall commence upon installation following the elections conducted as part of the Annual Meeting and shall be for a period of one (1) year. Officers may be elected for multiple terms of office provided that the multiple terms of office do not exceed two (2) consecutive years in the same office. No member shall hold more than one (1) office at a time.

Section 5. Vacancies

- (a) Should a vacancy occur in the office of President, the 1st Vice President shall automatically become President for the unexpired term of office.
- (b) Should a vacancy occur in any office other than President, a successor may be nominated and elected by the Executive Committee to fill the vacancy for the unexpired term of office. Such nominees need not be members of the Executive Committee or Board of Directors to be selected however, persons nominated must be an Association member who has met all membership and fee requirements set forth in the Association By-Laws.
- (c) At the discretion of the Executive Committee, a Special Election, as outlined in Section 3 of this Article may be held to fill the officer vacancy.

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(d) If any officer position is filled under this Section for a length of more than five calendar months beginning the first day of the first month of service that term shall be considered a full term.

ARTICLE 5

EXECUTIVE COMMITTEE

Section 1. Composition

(a) The Association shall be governed through an Executive Committee and Board of Directors structure. The Executive Committee will consist of nine (9) members as follows: All elected officers as voting members; a representative of the Virginia Department of Emergency Management, to be appointed by the Virginia State Coordinator of Emergency Management, as a voting member; the most recent two (2) past presidents as advisors but non-voting members; and the Executive Director as a non-voting member.

(b) The Executive Committee, at its discretion, may be expanded to include other non-voting members for no more than the present term of the officers.

(c) Non-voting status outlined in this section applies to votes of the Executive Committee. It does not inhibit these Association members from membership voting rights for their membership status as set forth in the Association By-Laws.

Section 2. Powers and Authorities

(a) The Executive Committee may meet in person, through electronic means or in any combination as needed in order to conduct Association business so long as minutes of meetings are recorded and maintained. The Executive Committee must meet at least four (4) times throughout the term of the elected officers, usually quarterly.

(b) A simple majority rule is to be applied to any items requiring a vote of the Executive Committee.

(c) The Association may hire an Executive Director to administer the daily operations of the Association on behalf of the Executive Committee and the membership. The Executive Director must be a member of the Association. The duties, responsibilities, authorities, and compensation of the Executive Director shall be set forth in the Association By-Laws.

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(d) The Executive Committee may call for special elections to be held for the election of officers to fill vacancies and to put other issues before the general membership whether a general membership vote is required or not.

(e) The Association By-Laws may establish additional powers and authorities or procedures for the Executive Committee.

ARTICLE 6

BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall be comprised of the following twenty eight (28) individuals:

The Executive Committee (9); two members representing each of the seven Virginia Department of Emergency Management regions (14); one representative elected by the Institutions of Higher Education Caucus, subject to confirmation by the President (1); one each representative of the following sectors to be appointed by the President:

Private sector (business & industry) (1);

Military (1);

Federal sector (1); and

A student member enrolled in emergency management or homeland security program either undergraduate or graduate level (1).

Section 2. Powers and Authorities

(a) The Board of Directors may meet in person, through electronic means or any combination as needed in order to conduct Association business so long as minutes of meetings are recorded and maintained. The Board of Directors must meet at least four (4) times throughout the term of the elected officers, usually quarterly.

(b) A simple majority rule is to be applied to any items requiring a vote of the Board of Directors with the exception of amendments to the Constitution or the By-Laws. Voting proposed changes to the Constitution or the By-Laws will require a two thirds vote of the Board of Directors. Amendments to this Constitution, other than those made solely to reflect the current name of a State office or department, will further require a majority vote of the voting Association membership, as set forth in Article 9, Paragraph d, in order to be enacted.

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(c) The Association By-Laws may establish additional powers and authorities or procedures for the Board of Directors.

Section 3. Terms of Office

The term of office for the Regional Representatives and the Institutions of Higher Education Representative shall be for two years. The term of office for all other members of the Board of Directors shall be for one year, as set forth in the Association By-Laws.

Section 4. Vacancies

Vacancies on the Board of Directors will be filled through the same method the person vacating the position was appointed.

ARTICLE 7

ASSOCIATION MEETINGS

- (a) At least one General meeting of the Association membership will be held annually, referred to as the Annual Meeting, at which the election of Officers will be conducted.
- (b) The Executive Committee may call for special elections to be held to put other issues before the general membership whether a general membership vote is required or not.
- (c) The Association may meet in person, through electronic means or in any combination as needed in order to conduct Association business as set forth in the By-Laws.
- (d) Additional meetings of the Association, Committees and Elected Officers will occur on a regular basis as defined in the By-Laws of the Association.

ARTICLE 8

DISCLAIMER OF ENDORSEMENTS

No individual member or group of members of the Association shall have the authority to endorse or recommend any product or service in the name of the Association. No individual member or group of members shall have the authority to endorse or recommend any candidate for partisan political office in the name of the Association.

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ARTICLE 9

AMENDMENTS

(a) Proposed amendments shall be submitted by or through the Constitution and By-Laws Committee to the Board of Directors for approval by the Board of Directors in accordance with Article 6, Section 2.

(b) The Board of Directors may approve amendments to the Constitution that are made solely for the purpose of reflecting the current name of a State office or department, without prior notice to or approval by the general Association membership.

(c) All other approved proposed changes are required to be posted to the Association website or provided to the general membership through other documented means at least ninety (90) days prior to the date set for election.

(d) This Constitution may be amended by a majority vote of the voting membership (as defined in Article 3 and set forth in the By-Laws) present or participating in a regular meeting of the Association or a special election, provided a copy of such proposed amendment(s) shall be available to the membership not less than ninety (90) days in advance of said meeting or special election.

ARTICLE 10

EFFECTIVE DATE

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

This Constitution was adopted on: March 20, 2015

The following Amendments were adopted on the dates indicated:

C. Creig Moore, Chair, Constitution and By-Laws Committee

Mark Penn, President