

Oklahoma Emergency Management Association
Proposed Bylaws – Information/Significant Changes

The OEMA Bylaws originated sometime over 50 years ago and have received amendments annually over the years. Our profession has grown and changed significantly in those years, as has the world in which we live. While our forebearers created a good document, it now is sadly behind the times, with new things to be addressed and updates to reflect our modern times sorely needed.

This proposed Bylaws were initially created by an Oklahoma attorney who specializes in legal matters of non-profits, and then were tailored to our specific organization by a committee of our current Board members. Please bear in mind as you examine these that much of the document is written to satisfy current legal requirements (so yes, some of the things that you might find silly are there for a reason and need to remain).

The following attempts to chronicle some of the more significant changes, along with the reasonings for them. Be assured that several of the warmer topics have been discussed and argued at length by the committee members...

First, The Plan: These proposed Bylaws have been reviewed by the OEMA Board. They have been emailed to the Members more than 30 days in advance of a potential vote. These will be presented at the Annual Meeting as an amendment to replace the entire set of the current Bylaws.

Next, What of Significance Has Changed (or not really changed)

Our Purpose and Mission:

These have been refreshed from our long-standing purpose and missions.

Tax Year: This is a requirement for our tax-exempt status.

Geographical Areas:

Yes, the specific counties for each Area are not stated. There have been many heated arguments over these in the past, with some on-going today. But consider:

- There are several of our counties whose programs are split, with some programs actively working with one area and others working with a different area.
- There are many of the counties that lie along the natural dividers (I-35 and I-40) that actively participate in more than one area.
- Some of our tribal jurisdictions span multiple areas and actively work with each.

The longer our committee discussed this, the more we concluded that it doesn't really matter...since each member gets only one vote at the OEMA meetings.

Member Categories and Eligibility

The current Bylaws were written in the days when most if not all emergency managers worked for cities, counties, or the State. It has only been in the past twenty years or so that we have seen emergency managers – doing the traditional work of mitigation, preparation, response, and recovery – working for non-governmental organizations or private companies. The proposed Bylaws modify the current definition of “Members” to include these fellow EM’s and staff, but yet retains an “Affiliate” category to allow non-EM’s to be a non-voting supporter of our Association.

We’ve also chosen to eliminate the “corporate” category of members. It’s always been clunky to administer, and truthfully there haven’t been but a very few who joined in that category (most have preferred to join individually as Affiliate members).

Just as in our current Bylaws, Members and Lifetime Members are eligible to vote on Association matters and the Affiliate and Honorary Members are not.

Other Membership Related Notes

If a member’s dues are paid by their employer, the membership remains with the employer if there is a change in personnel. Otherwise, membership is not transferable.

Voting via proxy is no longer allowed.

The membership term is Jan 1 through Dec 31. This means dues are due prior to January 1st...not at Conference. *This is actually true now!* But one additional caveat is in the proposed Bylaws: The membership list will be finalized 30 days before any vote. This means that you can’t pay your dues at Conference (or just before the meeting or vote!) and expect to vote. This will hopefully stop some of the craziness that our Secretaries and Treasurers have to deal with at Conference.

Electronic Voting

We’ve added electronic meetings and voting as an option and established some rules. (The current Bylaws are silent on electronic meetings and voting...which wasn’t even possible when they were first written!)

Directors and Officers

The proposed Bylaws clarify that every Board member is known as a Director. Within that group, the positions of President, Vice President, Secretary, Treasurer and Parliamentarian are also Officers. This more corporate sounding language was recommended by our attorney.

The Director positions of Area Vice Presidents and Area Alternate Vice Presidents are now just “Area Representatives”. There will be two from each Area, with equal responsibilities and voting privileges. Our current Alternates attend all meetings, work just as hard as the Area VP...but don’t get a vote unless the Area VP isn’t there. This proposed Bylaws makes them equals, both with voting privileges. Who presides over Area meetings will be at the discretion of the Area.

There aren’t really many other significant changes concerning Directors, Officers, and their duties.

Committees

Yes, we can still have them as stated in the proposed Bylaws. However, the specific committees are NOT spelled out in the Bylaws. This will allow for better flexibility in creating committees and in their work. For instance, the current Bylaws rigidly state what awards the Awards Committee will give out. We’ve had several suggestions for additional award categories...but the membership would have to amend the current Bylaws to each time accommodate this. (Specific committees will still be stated, but in a policy and procedures manual...see below section “One Other Thing”.)

Staff

Yeah, this is one of the silly but necessary items. Maybe someday... (Again, recommended by our attorney.)

Bylaws Amendments

This is a biggie. Currently the Bylaws can only be amended by a vote of the Membership at the Annual Meeting. This proposal is to allow amendments by a 2/3 vote of the Directors at a Board meeting. One caveat (a checks and balances thing) is that any amendment/alteration/change/repeal of something in the Bylaws that impacts the rights of the Membership will not become effective until approved by the Membership.

Code of Ethics

We’ve always had one, and it continues unchanged in the proposed Bylaws.

One Other Thing: We also will be working on a separate document, a *Governance Manual*. This will contain policies and procedures for the Board. Some of the things currently in our Bylaws (that don’t really belong in the Bylaws) will be moved there.

Current OEMA ByLaws

ARTICLE 1: IDENTITY AND SCOPE OF THE ORGANIZATION

ARTICLE 2: TERMINOLOGY

ARTICLE 3: PURPOSE

ARTICLE 4: MEMBERSHIP

ARTICLE 5: CONDUCT OF BUSINESS

ARTICLE 6: MEMBERSHIP FEES

ARTICLE 7: OFFICERS

ARTICLE 8: DUTIES OF OFFICERS

ARTICLE 9: EXECUTIVE BOARD

ARTICLE 10: COMMITTEES

ARTICLE 11: MEETINGS

ARTICLE 12: FISCAL YEAR

ARTICLE 13: DISCLAIMER OF ENDORSEMENT

ARTICLE 14: AMENDMENTS

ARTICLE 15: EFFECTIVE DATE

ARTICLE 16: AWARDS

ARTICLE 17: PROFESSIONAL CERTIFICATION

ARTICLE 18: DISSOLUTION

CODE OF ETHICS

Proposed 2026 ByLaws

1: The Corporation Defined

2: Definitions

3: Membership

4: Meeting of the Membership

5: Board of Directors

6: Meetings of the Board

7: Officers of the Board

8: Committees of the Board

9: Staff

10: Bylaws Amendments

11: Bylaws Construction and Terms

12: Location

Certification

Code of Ethics
