

Oklahoma Emergency Management Association

2026 Proposed Bylaws

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PROPOSED BYLAWS

1. The Corporation Defined

1.1. Name

The Name of the not-for-profit corporation is the Oklahoma Emergency Management Association (hereinafter referred to as the “OEMA”).

1.2. Purpose

The purpose of the OEMA is:

- a. Assist our members and partners in the establishment and maintenance of Emergency Management by which local government can best mitigate, prepare for, respond to, and recover from all major disasters; and,
- b. Through research, legislative review and input, information exchange, and educational programs, to advance the professional standards, and capabilities of persons engaged in Emergency Management.

1.3. Mission

Within the above purposes, the OEMA has the following Missions:

- a. To establish a process for review and comment on relevant legislation;
- b. To establish a coordinated emergency and resource information network between public and private Emergency Management entities or programs; and,
- c. To establish standards for effective training and education programs in order to increase the management capabilities and technical competence of individuals professionally engaged in Emergency Management programs and activities.

1.4. Tax-Exempt Status

The OEMA shall operate for charitable and educational purposes as an entity described in Section 501(c)(3) and Section 170(b)(1)(A)(vi) of the Internal Revenue Code (“the Code”).

1.5. Corporate Authority

The OEMA may do all things and perform all acts permitted to a not-for-profit corporation under Oklahoma law, within the purpose set forth in Section 1.2.

1.6. Tax Year

The Tax Year of the OEMA shall be the Fiscal Year from October 1 to September 30.

1.7. Geographical Areas within OEMA’s Territorial Limits

- a. NW Area
- b. SW Area
- c. NE Area
- d. SE Area
- e. CENTRAL Area

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2. Definitions

2.1. Member

“Member” means an individual who has completed the requirements set forth in Section 3.

2.2. Vote of the Membership/Membership Vote

“Vote of the Membership” and/or “Membership Vote” means those members voting, set forth in Section 3.1, either in person or electronically.

2.3. Quorum of the Membership

“Quorum” means those Members present or voting in accordance with Section 4.4. unless otherwise provided by these *Bylaws*.

2.4. Board

“Board” means the Board of Directors of the OEMA in their capacity as the governing body of the OEMA, which is comprised of those Directors elected in accordance with Section 5.6.

2.5. Director

“Director” means an individual who has been elected to the OEMA’s Board of Directors and who is currently serving on the Board of Directors. Director positions shall be two (2) Area Representatives from each Area, one (1) Tribal Representative, the Immediate Past President, and the five Officers.

2.6. Officer

“Officer” means an individual who has been elected to the OEMA’s Board of Directors in accordance with Section 5.6 and who has been subsequently elected to an Officer position listed in Section 7.1 pursuant to Section 7.4. Officer positions shall be a President, a Vice-President, a Secretary, a Treasurer, and a Parliamantarian.

2.7. Vote of the Board/Board Vote

“Vote of the Board” and/or “Board Vote” means a majority vote of the Directors present and voting at any meeting of the Board where a Quorum is present and certified, whether such meeting is held in person or electronically. Routine business shall be transacted by a Vote of the Board unless otherwise provided by these *Bylaws*.

2.8. Quorum of the Board

“Quorum” means a majority of Directors serving on the Board of Directors, unless otherwise provided by these *Bylaws*.

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3. Membership

3.1. Membership Categories and Voting Rights

OEMA has the following Membership categories:

- a. Members. “Members” are persons actively engaged as Emergency Managers for governmental entities, nongovernmental organizations, or private entities within the State of Oklahoma, as defined by their official job description.
- b. Affiliate Members. “Affiliate members” are those persons interested in furthering Emergency Management programs within the State of Oklahoma, but do not meet the requirements for “Members” in accordance with Section 3.1, paragraph (a).
- c. Honorary Members. “Honorary Members” are individuals who the Board has selected via a vote of the Board to be Honorary Members for one year due to outstanding contributions to the advancement of Emergency Management.
- d. Life Members. “Life Members” are individuals who continuously for fifteen (15) years or more, and who are retired or no longer associated with an Emergency Management entity in a capacity which would make them eligible for other membership who shall be grandfathered into these *Bylaws* and will retain voting rights without the payment of dues.

Any reference to Members when referencing voting rights in these Bylaws shall mean only the Members set forth in Section 3.1, paragraphs (a) and (d). Each Member or Life Members shall have one (1) vote. Business brought before the Membership and elections shall be transacted by a Vote of the Membership unless otherwise provided by State Law. It is the responsibility of all Members, regardless of voting eligibility, to provide the OEMA with their name and contact information where such Member agrees to receive notice of meetings and other correspondence.

Furthermore, all Members, regardless of voting eligibility must meet all membership qualifications set forth in these Bylaws and Membership Manual, if any.

If Membership is paid by the employer, such Membership shall remain with the employer.

3.2. Dues

OEMA dues shall be established by a vote of the Board. Dues shall be paid on an annual basis. Honorary Members and Life Members do not have to pay dues to be entitled to voting or other benefits provided to the Membership.

All Members whose dues are not paid by the date designated shall be deemed not in good standing and will lose all benefits of membership. Upon payment of delinquent dues, the Member may be reinstated to good standing.

3.3. Membership Duties and Rights

- a. Members must maintain current dues and provide the OEMA with current contact information to be entitled to notice of meetings and Membership benefits; and,
- b. Members must abide by the *Bylaws* and policies including the Code of Ethics, and any Federal and State Laws affecting the OEMA to be entitled to benefits and/or voting rights.

3.4. Membership Application Requirements

The following application requirements must be met for individuals to become Members of the OEMA:

- a. Complete an Application for Membership online or in writing.
- b. All individuals who apply for Membership consent to notice for meetings and other events via email or other electronic communication.

c. An Application for Membership can be reviewed by a Committee as determined by the Board.

3.5. Membership Term

The Membership Term shall be January 1st through December 31st. Membership is not transferable nor assignable. Membership dues may not be prorated.

3.6. Attainment, Removal, Censure, or Suspension

All Members are to maintain a level of professionalism in all matters affecting the Membership. Any Member may be recommended for removal by the Membership for failure to maintain such level of professionalism or failure to abide by the Code of Ethics of the OEMA as determined by the Board. In addition, any Member may be removed by a majority vote of the Board of Directors. The decision of the Board of Directors shall be final.

Any Member must be in good standing at least thirty (30) days prior to a vote to be eligible to vote. Therefore, the Membership list will be finalized thirty (30) days prior to any meeting where a vote is to take place.

Any Member may voluntarily terminate their Membership in the OEMA at any time by submitting a written notice of withdrawal to the Secretary of the Board. Any Member who voluntarily terminates their Membership or is removed as a Member shall not be refunded the annual dues.

3.7. Membership List

No Member or individual, with the exception of the Board, shall use the Membership List of the OEMA without prior approval of the Board. The Membership List may consist of multiple parts including, but not limited to, current dues-paying Members entitled to voting rights; all prior Members who have paid dues in the past but are not current; and all individuals wishing to receive information from the OEMA.

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4. Meetings of the Membership

4.1. Meetings

The Board shall designate the time and place of the Annual Conference where the annual business meeting of the OEMA will take place. At this meeting, reports on the affairs of the OEMA for the preceding year will be given by the Officers of the OEMA. The President of the OEMA shall preside over meetings of the Membership unless determined otherwise by a vote of the Membership.

A special meeting may be called by the Board or by the written request of twenty percent (20%) of the Members. Such written requests must contain the type of business to be addressed in order for such business to be placed in the notice of the special meeting. Only business contained in the notice of a special meeting may be acted upon by the Membership.

Meetings may be held virtually as determined by the President or the Board.

4.2. Voting

Any reference to a vote of the Membership shall be in reference to those Members present and voting at the meeting. A majority of vote of the Members present and voting shall constitute an action of the Membership. A Member must be current on dues, in compliance with the Code of Ethics and Membership Policies and, designated as a Member to be entitled to voting rights. Voting may occur at the annual meeting of the membership or pursuant to Section 4.4. Proxies may not be used. Should a vote of the Membership result in a tie vote, a vote of the Board as set forth in Section 6.4 may break such tie vote of the Membership.

4.3. Notice of Meetings

All notices may be provided in writing via electronic transmission, including via the OEMA's website. All Members consent to notice via email or other electronic communication to become a Member. Notice of the annual meeting shall be provided to the Members not less than thirty (30) days prior to the holding of the annual meeting. Notice of special meetings shall be provided to the Members not less than ten (10) days prior to the holding of the special meeting. If a Member does not receive notice of a meeting but attends the meeting, they shall be deemed to have waived notice of the meeting unless the sole purpose of attending the meeting is to challenge the validity of the Notice or lack thereof. Notice of electronic ballot voting shall take place in accordance with Section 4.4.

4.4. Ballot Voting

Members may vote via ballot. For Ballot Voting to represent an action of the Membership, all of the following conditions must be met:

- a. All Members must have access to a ballot, and the ballot shall serve as written notice;
- b. The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;
- c. The votes cast will constitute a quorum;
- d. The ballot must be received within the voting period established on the ballot which shall not be less than three (3) days and not more than ten (10) days;
- e. A conference call or online group meeting may be scheduled to allow for discussion of each proposed action during the voting period;
- f. The ballot shall be received by an OEMA Committee, Officer, or designee as determined by the Board.
- g. The ballot must be submitted by a Member;
- h. Ballots shall be counted by a Committee as determined by the Board;
- i. The outcome of the vote shall be made public and any request for a recount must be made within thirty minutes (30) of the public announcement; and,
- j. Ballots will be immediately destroyed after the period of the request for a recount has passed.

The form of the ballot shall be determined by the President. Acceptable forms include paper, electronic, voice, and show of hands.

4.5. Quorum

At Membership Meetings, ten percent (10%) of the total number of Members shall constitute a quorum. If voting occurs by electronic ballot voting, quorum will be the number of ballots cast. All business brought before the Membership will be conducted by a quorum unless determined otherwise in these *Bylaws*.

4.6. Procedures

Meetings shall be conducted in an orderly fashion. Conflicts in procedures shall be resolved in accordance with the current edition of *Roberts Rules of Order* as a procedural guide unless determined otherwise in these *Bylaws*, written policy, or state law.

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PROPOSED BYLAWS

5. Board of Directors

5.1. Board Authority

The Board shall have all powers and authority which may be granted to a Board of a not-for-profit corporation under the laws of Oklahoma, within the purpose set forth in Section 1.2. Such authority includes financial transactions, contracting, and taking other actions to manage the affairs of the OEMA.

5.2. Board Composition

The Board shall consist of the five Officer Positions set forth in Section 7, two (2) Area Representatives from each Area, one (1) Tribal Representative, and the Immediate Past President.

A Director must be at least twenty-one (21) years of age. Only one (1) member from the same agency may be a Director at any given point in time. Furthermore, only one (1) member of any one (1) family related by blood, marriage, or residing within a household or only one (1) owner or investor of any one (1) closely-held company may be a Director at any given point in time.

5.3. Compensation

Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

5.4. Duties

a. The duties of the Directors in general include the following:

1. Exercise a duty of obedience to the OEMA's central purpose in guiding all decisions;
2. Exercise due care and act in good faith in all dealings and interests with the OEMA;
3. Exercise a duty of loyalty to the OEMA by avoiding and/or managing conflicts of interest;
4. Ensure each Director executes and completes an annual *Conflicts Questionnaire* and *Board Agreement*;
5. Approve and periodically review manuals or policies, or authorize an appropriate committee to do so;
6. Maintain a record of all approved policies and contemporaneous minutes and records of all meetings of the Board or committees with Board delegated duties or authority;
7. Approve the annual budget and oversee the financial administration of the OEMA;
8. Review Form 990 tax return prior to submission to the IRS or authorize an appropriate committee to perform such duty;
9. Review and approve all contractual agreements or authorize an Officer or President to approve and execute such agreements;
10. Should there be a tie vote of the Membership, the Board shall meet and vote to break such tie; and,
11. Perform such other duties as prescribed by the Board.

b. Area Representatives. The Area Representative shall have the following duties:

1. Preside over Regional Meetings;
2. Act as the Regional contact point;
3. Report Area activities to the Board;
4. Represent the Region on the Board; and
5. Maintain Regional records, minutes, financial related documents, and other corporate records as needed.

c. Tribal Representatives. The Tribal Representative shall have the following duties:

1. Act as the Tribal contact point;
2. Represent the Tribes on the Board; and
3. Maintain Regional records, minutes, financial related documents, and other corporate

records as needed.

- d. Immediate Past President. Immediate Past President shall serve as an advisor to the President immediately following his/her term as President. If the Immediate Past President is unavailable, the Board may select a prior Past President to serve as the Immediate Past President. Such service shall not count toward term limitations provided in Section 7.4.

5.5. Term of Office and Term Limits

A Director shall serve a term for a period of two (2) years. Terms shall be rotated to allow for approximately one-half (1/2) of the Directors to be up for election each year. Upon resignation, removal, or vacancy of a Director, the respective successor shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits.

5.6. Elections

- a. Nomination of Directors and Officers. The Governance Committee shall prepare a slate of candidates in accordance with Section 8.2 of these *Bylaws*. Nominations may be made to the Governance Committee prior to an election; however, nominations may take place from the floor with the prior consent of the nominee. All candidates must be members in good standing.
- b. Election of Directors and Officers. Elections shall take place annually at the Annual business meeting and shall be determined by a Vote of the Membership. Directors and Officers will begin their service on the first day of the following Fiscal Quarter after the Annual Meeting held at the Annual Conference.

If the slate is not approved, the Members shall vote on each slated candidate. Each slated candidate receiving a majority of the votes cast shall become a Director.

The Board or Membership may request the Governance Committee to provide an additional slate of candidates should a Director position(s) remain open. Additional elections may take place at any meeting of the Membership in accordance with Section 4.1 of these *Bylaws*.

Directors and Officers must be Members in good standing in accordance with Section 3.2 to be eligible for election.

- c. Election Cycle of Officers.
 - i. The President and Secretary shall be elected to a two (2) year term at the Annual Meeting in every even-numbered year.
 - ii. The Vice-President, Treasurer, and Parliamentarian shall be elected to a two (2) year term at the Annual Meeting in every odd-numbered year.
 - iii. The Area Representatives shall be elected to a two (2) year term at the Annual Meeting, with one (1) being elected in every even-numbered year and the other being elected in every odd-numbered year.
 - iv. The Tribal Representative shall be appointed by the Inter-Tribal Emergency Management Coalition (ITEM -C) Board in every odd-numbered year.

Officer information is set forth in Section 7 of these *Bylaws*.

5.7. Removal or Resignation

A Director may be removed at any time, with or without cause, by a Vote of the Board at any regular or specially called meeting of the Board.

Any Director may resign at any time by giving written or verifiable electronic notice to the President or the

Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No Director may resign if the OEMA would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Oklahoma Secretary of State and the Internal Revenue Service.

5.8. Vacancies

- a. If a vacancy occurs in the Office of President, the Vice President shall complete the remaining term of office.
- b. If a vacancy occurs in the Office of Vice-President, the office shall be filled by a member elected by majority vote of the Board.
- c. If simultaneous vacancies occur in the Office of President and Office of Vice-President, the offices shall be filled by members elected by majority vote of the remaining Board. The election meeting shall be presided over by the Parliamentarian.
- d. If a vacancy occurs in the Office of an Area Representative, the President, after consulting with five (5) Members from the Area of vacancy shall appoint a qualified Member from the Area to fill the vacancy for the remainder of the term.
- e. If a vacancy occurs in the Office of Secretary, Treasurer, or Parliamentarian, the President shall appoint a qualified member to fill the vacancy or vacancies for the remainder of the term(s).
- f. If a vacancy occurs in the office of the Tribal Liaison, the ITEM-C Board will appoint a replacement to complete the term.

For the purposes of this section, “vacancy” is defined as the inability to complete the duties of the stated office due to resignation or removal from office. An office may also be declared vacant after an Officer misses three (3) consecutive meetings of the Executive Board. If an officer resigns his/her position from the Board he/she shall not be eligible for reelection for a period of 2 years.

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6. Meetings of the Board

6.1. Meetings and Notice

- a. Regular Meetings. There shall be a minimum of four (4) regular meetings of the Board each Fiscal Year, and the Board will strive to have at least one (1) regular meeting in each quarter of the Fiscal Year. Board meetings may be held at such time and place as shall be determined by the President, or as determined by a Board Vote.

Any regular meeting of the Board will require no notice if the date, time, and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting setting forth the dates shall be given the dates, time, and location of such meetings no later than ten (10) business days following the meeting. For any regular meeting where the date, time, and location was not previously determined, notice shall be sent to the Directors at least ten (10) days, but not more than sixty (60) days, prior to the holding of the meeting.

- b. Special Meetings. Special meetings of the Board for any purpose(s) may be called at any time by the President or by any three (3) Directors. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice of the meeting given to each Director. Special meetings of the Board may be held at such time and place as shall be determined by the President or as determined by a Board Vote.

For any special meeting, notice shall be sent to the Directors not less than two (2) days, but not more than thirty (30) days, prior to the holding of the meeting.

- c. Electronic Meetings. Meetings may take place via any form of electronic medium, including video conferencing or teleconferencing. The Board may vote by voice, email, or other electronic medium during electronic meetings. The President or any two (2) Directors may call for an electronic vote rather than a vote by voice.

For electronic voting via email to represent an action of the Board, all of the following conditions must be met:

- i. All Directors must have access to the motion or resolution and the ability to vote electronically;
- ii. The motion or resolution(s) shall set forth the proposed action(s) and provide for a vote for or against each proposed action;
- iii. A majority of the total number of Directors must vote;
- iv. Notice shall be given with the motion or resolution at a minimum of twenty-four (24) hours prior to the closing of any voting;
- v. The written votes must be received within the voting period established with the motion or resolution which shall not be less than twenty-four (24) hours;
- vi. Receipt of a written vote shall be acknowledged by an Officer or designee;
- vii. A vote(s) must be submitted by a Director and signed, electronically or otherwise, by such Director;
- viii. Reasonable measures must be taken to verify that each vote cast was from a Director;
- ix. All votes shall be made public to the Board following the vote; and,
- x. All results shall be memorialized in the minutes of the following meeting and maintained with the corporate records.

For any electronic meeting, notice shall be sent to the Directors with the motion or resolution and shall not be less than twenty-four (24) hours prior to the voting deadline.

- d. Emergency Meetings. An emergency meeting may be called by the President, or by any two (2) Directors

if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board, and which of necessity make it impracticable to provide notice.

In the event of an emergency meeting, the Board will exercise its best efforts to provide notice to the Directors of the time and nature of the meeting, whether in person, via teleconference, or via an electronic medium as soon as reasonably possible under the circumstances. In the event of an electronic emergency meeting, the Board shall follow the requirements of Section 6.1.c.

- e. Form of Notice. Directors shall provide an electronic address to receive notice via electronic transmission and any notice of meetings sent to them at such address shall be valid notices thereof.

If a Director does not receive notice of a meeting but attends the meeting, they shall be deemed to have waived notice of the meeting, unless the Director objects at the beginning of the meeting that notice of the meeting was not valid.

- f. Action Taken without Notice of a Meeting. Any action required or permitted to be taken at any meeting of the Board, or of any committee thereof may be taken without a meeting if a two thirds (2/3rds) majority of the total number of Directors of the Board or Committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee; and the filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

6.2. Quorum

At all meetings of the Board, a Quorum shall consist of a majority of the total number of Directors. A Director must be present to be counted for purposes of a Quorum and to meet the attendance requirements. Directors will be deemed present if such Director can communicate with all Directors participating in the meeting. Any Director with a conflict of interest shall be counted for purposes of determining a Quorum but must follow the *Conflict of Interest Policy*, as adopted by the Board.

In the absence of a Quorum, a majority of the Directors in attendance may vote to adjourn the meeting to another place, date, or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Section 6.1.

6.3. Procedures

Meetings of the Board shall be conducted in an orderly manner under the direction of the President. Conflicts in procedures shall be resolved in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these *Bylaws*, written policy, or state law.

6.4. Voting

Each Director shall have one (1) vote. In the case of a tie, the motion will fail. A majority of the votes cast by Directors present at a meeting where a Quorum is established shall be deemed an action of the Board, except when the law or these *Bylaws* require otherwise.

The *Conflict of Interest Policy*, as adopted by the Board, will apply to Directors when voting on issues in which a Director may have a financial interest, even if such interest is only a perceived interest.

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7. Officers of the Board

7.1. Composition

Officers shall be elected by the Membership in accordance with Section 5.6 of these *Bylaws*. Officer positions shall be a President, a Vice-President, a Secretary, a Treasurer, and a Parliamentarian. The Office of President and Vice-President may not be held by individuals representing the same Area at any time.

An Officer is also a Director and therefore shall be subject to all the duties and rights of Directors.

7.2. Officer Duties

a. President. The President, or designee, shall have the following duties:

- i. Act as the Principal Officer of the OEMA, subject to the control of the Board;
- ii. Have general supervision and direction of the duties of the Board;
- iii. Set the meeting agendas;
- iv. Preside at all meetings of the Board and Membership unless determined otherwise by the Board;
- v. Report or cause to be reported the operations of the OEMA's affairs at Board and Membership meetings;
- vi. Report or cause to be reported to the Board all such matters coming to their attention and relating to the interest of the Board;
- vii. Act as a check signer on all accounts unless determined otherwise by the Board and,
- viii. Have such other powers and duties as may be prescribed by the Board or these *Bylaws*.

b. Vice-President. The Vice-President shall have the following duties:

- i. In the absence or disability of the President, perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President;
- ii. Act as a check signer on all accounts unless determined otherwise by the Board and,
- iii. Have such other powers and duties as may be prescribed by the Board or these *Bylaws*.

c. Secretary. The Secretary, or designee, shall have the following duties:

- i. Give notice of all meetings of the Board and Membership as required by these *Bylaws* or by law;
- ii. Keep and retain minutes of all meetings with the time and place of holding, whether annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof and, verification of those present via electronic transmission;
- iii. Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board or Membership;
- iv. Upon the request of a Director, make available the minutes of the meetings of the Board;
- v. Keep a record of the names of Directors and Officers with the addresses at which such individuals/entities are to receive notice; and,
- vi. Have such other powers and duties as may be prescribed by the Board or these *Bylaws*.

d. Treasurer. The Treasurer, or designee, shall have the following duties:

- i. Keep and maintain adequate and correct accounts and business transactions of the OEMA;
- ii. Keep all documents required for public inspection by the Internal Revenue Service;
- iii. Act as a check signer on all accounts unless determined otherwise by the Board;
- iv. Provide financial information upon request by any Director during normal business hours;
- v. Provide a report of the OEMA's financial affairs at meetings of the Board and/or when requested by any Director and to the Membership at meetings of the Membership;
- vi. Ensure appropriate oversight and implementation of the financial policies and procedures; and,

vii. Have such other powers and duties as may be prescribed by the Board or these *Bylaws*.

e. Parliamentarian. The Parliamentarian, or designee, shall have the following duties:

- i. Act as the Chair of the Governance Committee;
- ii. Oversee elections of the Membership at the Annual Business Meeting;
- iii. Ensure the Board Governance Committee fulfills the duties set forth in Section 8.2 of these *Bylaws*;
- iv. Act as the parliamentarian and meeting of the Board and Membership;
- v. Upon request of a Director, make available these *Bylaws* and,
- vi. Have such other powers and duties as may be prescribed by the Board or these *Bylaws*.

7.3. Delegation of Duties. In case of the absence or disability of any Officer of the OEMA or for any other reason that the Board may deem sufficient, the Board may, by a vote, delegate the powers or duties of such Officer to any other Officer or Director with such power of delegation valid for the remainder of the term or until the next election.

7.4. Term of Office and Term Limits

Officers shall serve for a two (2) year term or until the next succeeding election of Officers. An Office may not be held by the same Director for more than three (3) consecutive terms.

Upon resignation, removal, or vacancy of an Officer, the respective successor, as determined by the Board, shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits.

7.5. Elections

Officer Elections shall be conducted at the Annual Conference in accordance with Section 5.6 of these *Bylaws*.

7.6. Removal and Resignation

Any Officer may be removed from their respective office at any time, with or without cause, by a Vote of the Board at any regular or specially called meeting of the Board.

Any Officer may resign at any time by giving written or verifiable electronic notice to the President or the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.7. Vacancies

A vacancy in the office of the President shall be filled by the Vice-President unless determined otherwise by the Board. A vacancy in the office of an Area Representative shall be filled by an election of the Area.

A vacancy in any other office shall be filled by an election whereby the Governance Committee shall nominate candidates, and the Board shall vote to fill such vacancies until the next Annual Meeting where a vote of the Membership can take place.

Vacancies occurring in Officers appointed at the discretion of the Board may or may not be filled as determined by the Board. Should Officer positions not be filled, the President shall determine which Officer positions will be combined until all Officer positions are filled.

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8. Committees of the Board

8.1. Committees in General

- a. Creation. The Board shall have the power to create, revoke, or modify any committee or task force deemed necessary.
- b. Composition. An individual, as determined by the Board, shall serve as the Chair of each Committee and members of each Committee will be selected by the Chair. Furthermore, the President may sit on each Committee as a non-voting, ex-officio member unless determined otherwise by the Board.
- c. Reporting of Committee Actions and Authority. All Committees shall report to the Board as the Board may require. The Board may also adopt rules and regulations pertaining to the conduct of meetings of Committees to the extent that such rules and regulations are not inconsistent with the provisions of these *Bylaws*.

It is highly recommended that the Board does not delegate authority to a Committee since all such Committee actions may create liability for all Directors. *However, should the Board vote to delegate any of its powers to a committee:*

- i. Only the Directors who sit on such committee may vote;
 - ii. A quorum of the Committee shall be a majority of the Directors sitting on the Committee;
 - iii. The Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
 - iv. Report all actions to the Board; and,
 - v. Report such authority on the tax return Form 990.
- d. Notice of Committee Meetings. Committees shall provide a minimum of twenty-four (24) hours' notice to all Committee members. If a Committee member does not receive notice of a Committee meeting but attends the Committee meeting, they shall be deemed to have received notice of the Committee meeting unless the purpose of attending the meeting is to dispute having the meeting due to inadequate notice. Notice of such Committee meetings may be given verbally or via electronic transmission. Committees with Board-delegated powers shall provide notice of Committee meetings in accordance with Section 5.2 of the *Bylaws*.
 - e. Service, Resignation, and Removal: Committee Members who agree to serve shall be subject to the following terms:
 - i. Serve at the pleasure of the Board and may be removed from a committee with or without cause by the Board;
 - ii. Consecutive terms are permitted with no term limitation except as provided by the OEMA's *Bylaws* on service as a Director, and partial terms may be acceptable in unusual circumstances;
 - iii. Provide written notification of the member's resignation to the Committee Chair for any resignation prior to the expiration of the member's term. Replacements shall be determined by the Board; and,
 - iv. Removal shall be initiated and determined by the Board.

8.2. Governance Committee

- a. Purpose. The Governance Committee shall be a standing committee of the OEMA. The purpose of the Governance Committee is to aid the Board in the continual development of the Board.
- b. Duties. The duties of the Governance Committee are as follows:
 - i. Research candidates for Officers and Directors prior to placement on a slate for submission to

- the Membership or the Board as needed per the Bylaw;
- ii. Provide a slate of candidates for Officers and Directors to the Board at Membership prior to the election;
 - iii. Each slate may include multiple names for each position;
 - iv. Annually review and recommend changes, where needed, to the Board concerning amendments to the *Certificate of Incorporation* and *Bylaws*;
 - v. Propose, as appropriate, changes in Board structure and operation;
 - vi. Ensure the *Conflict of Interest Policy* set forth in the OEMA's policies is enforced;
 - vii. Manage conflicts between Directors;
 - viii. Recommend removal of Officers and Directors;
 - ix. Contact Directors who have missed three (3) consecutive regular meetings to determine ability to attend future meeting and,
 - x. Have such other duties as determined by the Board.

8.3. Advisory Committees

The Board may provide for one or more Advisory Committees consisting of individuals with extended service, contacts, and/or expertise to aid the OEMA or who work within areas or fields deemed appropriate to further the mission of the OEMA.

Advisory Committee Members shall be selected, and/or removed with or without cause, by a majority vote of the Board present at any meeting where there is a quorum. Such Advisory Committee Members shall not have voting rights, be considered as members of the OEMA, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in these *Bylaws*.

The Board may provide additional policies to establish duties and/or benefits of one or more levels of Advisory Committees.

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9. Staff

9.1. Employment

It is anticipated that the OEMA will not have any employees, however, the Board may hire/fire an Executive Director as needed. If an employee is hired, the Board may utilize a committee to perform annual evaluations and establish the qualifications, description of duties, and general scope of authority related to said position. In addition, the Board will ensure the date and terms of compensation arrangements of the Executive Director are recorded in writing and maintained with the information on which the Board based its decision.

9.2. Duties

The Executive Director, if any, shall manage the day-to-day operations and business of the OEMA. The Executive Director shall perform management duties pursuant to a job description, including but not limited to the hiring/firing of staff and performance evaluations of staff. The Board may change the job description to increase or decrease the responsibilities of the Executive Director. However, the functions of the Executive Director shall not supersede the duties of the Board as set forth in Section 5.4. Furthermore, support staff responsibilities shall not supersede the duties of the Board as set forth in Section 5.4.

9.3. Separation of Duties

The Officers of the Board are set forth in Section 7.1. The Executive Director or other support staff may not hold any Officer or Director position on the Board of the OEMA.

10. Bylaws Amendments

These *Bylaws* may be amended, altered, changed, or repealed by the affirmative vote of two-thirds (2/3) of the Directors voting at any meeting of the Board where a Quorum is present if notice of the proposed amendment, alteration, change, or repeal was given at least five (5) days prior to the meeting at which the amendment is acted upon.

In addition, such proposed amendment, alteration, change, or repeal may be further amended as determined by the Board without prior notice.

However, any amendment, alteration, change, or repeal impacting the rights of the Membership shall not become effective until approved by the Membership.

Furthermore, these *Bylaws* were generated with the advice of legal counsel and therefore should not be amended without further legal review.

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11. Bylaws Construction and Terms

These *Bylaws* replace all prior bylaws. Should any of the provisions or portions of these *Bylaws* be held unenforceable or invalid for any reason, the remaining provisions and portions of these *Bylaws* shall be unaffected by such holding. All references in these *Bylaws* to a section or sections of the Code shall be to such sections of the Code as be amended from time to time, or to corresponding provisions of any future federal tax code.

Should there be any conflict between the provisions of these *Bylaws* and any internal policies and procedures, the provisions of these *Bylaws* shall govern. However, internal policies and procedures approved by the Board may allow for additional or more stringent requirements to be placed on the Directors, Officers, Members, and/or committee members.

Should there be any conflict between the provisions of these *Bylaws* and the *Certificate of Incorporation* of the OEMA, the provision of the *Certificate of Incorporation* shall govern. Furthermore, any amendment, alteration, change, or repeal impacting the rights of the Membership found in the *Certificate of Incorporation* shall not become effective until approved by the Membership.

12. Location

- a. Principal Office. The OEMA shall locate its Principal Office in Oklahoma. The OEMA may change the Principal Office from one location to another with notification to both the Internal Revenue Service and the Oklahoma Secretary of State.
- b. Registered Agent and Registered Office. The Registered Agent and Registered Office of the OEMA found in the *Certificate of Incorporation* shall be located in Oklahoma and may be identical to, or differ from, the Principal Office. The Registered Agent and/or the Registered Office may be changed by filing a Change of Registered Agent with the Oklahoma Secretary of State.
- c. Other Offices. The OEMA may have other offices, as determined by a Vote of the Board.

Certification

These *Bylaws* were adopted by the OEMA Board of Directors and subsequently approved by the Members on the ___ day of _____ 2026.

[PRES FULL NAME], President

[SEC FULL NAME], Secretary

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OKLAHOMA EMERGENCY MANAGEMENT ASSOCIATION

CODE OF ETHICS

Originally Adopted October 19, 1999

Preamble

Central to the maintenance of public trust and confidence, the Oklahoma Emergency Management Association (OEMA) adheres to the highest standards of conduct by its membership. The Code of Ethics for the OEMA Membership emanates the spirit of exhibiting proper conduct dictated by the individual conscience of the public and its commitment to the welfare of citizens. All members of OEMA abide by the organization's core values of RESPECT, COMMITMENT, and PROFESSIONALISM.

Ethical Principles

RESPECT

Respect for members, public officials, colleagues, associates, and most importantly, for the citizens we serve is the uppermost standard for the OEMA. We faithfully comply with all laws and regulations applicable to our purpose and position, and responsibly and impartially apply them to all concerned. We respect public fiscal resources by evaluating organizational decisions to provide the best service or product at a minimal cost without sacrificing quality.

COMMITMENT

The OEMA is committed to promoting decisions that benefit the public interest, trust, and the members of the organization. We are committed to continuous improvement by fairly administering the affairs of membership or position, by fostering honest and trustworthy relationships, and by striving for impeccable accuracy in what we say or write. We are committed to enhancing the caliber of service and stewardship our members devote to the public, while striving to improve the quality of life in the community they serve.

PROFESSIONALISM

By the nature of its existence as a professional organization, the OEMA and its membership actively promote public confidence in Emergency Management. We diligently perform our duties; always mindful to pass constant public scrutiny and to maintain a positive and caring image. Our prestige is built on the foundation of Education, Safety and Protection of Life and Property, and we infuse it into our everyday dealings with employees, associates, and with the public.