



**CONSTITUTION
OF THE
ALASKA EMERGENCY MANAGEMENT ASSOCIATION**

Governing Documents of Alaska Emergency Management Association

CONSTITUTION

ARTICLE I. NAME

The name of this organization shall be the Alaska Emergency Management Association (AKEMA). The geographic boundaries of AKEMA generally correspond to the geographic boundaries of the State of Alaska but may include members from other geographic areas. The Name, Acronym, and Logo shall be the property of the Association and may not be used without written consent from the Association.

ARTICLE II. PURPOSE

Section 1 Mission of AKEMA

a. The mission of AKEMA is the support Alaskan emergency management professionals to be better equipped for preventing, preparing for, mitigating, responding to, and recovering from events that affect Alaska, our communities, and our people.

b. AKEMA shall cooperate with International, Federal, State and other regulatory agencies, local governments, other associations or organizations, in sponsoring an annual

conference and other such meetings, training, discussions, and instructions in subjects related to the mission of AKEMA.

Section 2 Non-profit organization

a. AKEMA shall be operated as a non-profit organization in accordance with sound business principles, for the benefit of and in order to attain the objectives of AKEMA.

ARTICLE III. Membership

Section 1

a. The basic membership of AKEMA shall consist of individual and organizational members consistent with the bylaws.

b. Dues and other obligations and terms of membership shall be as specified in the bylaws.

ARTICLE IV. ORGANIZATION

Section 1. Structure.

a. The AKEMA Board of Directors shall be comprised of not less than seven Directors and shall, if available, include at least one director from each of Alaska's five recognized regions (Southeast, Southcentral, Southwest, Interior, Far North) plus one Director each for tribal entities and volunteer organizations, elected for a two-year term. Every Director is a member of the Board of Directors.

b. Directors beyond the original seven Directors, may be established by the Board of Directors, to be elected from the membership, to represent regions or agencies and who reside in or maintain a place of operations or business within Alaska as validated by the Executive Committee.

c. The Board of Directors or Executive Committee may establish committees from time to time to address specific business areas or issues as they deem appropriate.

Section 2. Officers.

a. The Board of Directors shall, each year, form an Executive Committee which shall be comprise the corporate officers serving in the position of President, Vice President, Treasurer, and Secretary. The President shall also serve as the Chairman of the Board of Directors and the Vice President shall serve as the Vice Chairman of the Board of Directors.

b. The Executive Committee shall conduct the affairs of AKEMA subject to the law, the Articles of Incorporation, and specific conditions of this Constitution and Bylaws. Between meetings of the Board of Directors and general membership, the Executive Committee is responsible for conducting the affairs of AKEMA.

Section 3. Elections and Appointments

a. The Board of Directors shall be elected from the members in good standing every two years in a manner determined by the bylaws.

b. The board of directors may fill vacancies on the Board of Directors which may occur between regular membership elections by nomination and simple majority vote of the directors.

Section 4. Terms of Office.

a. The Board of Directors shall serve for a period of two years.

b. Officers elected by the board of directors shall serve for a term of one year.

c. The President shall be ineligible for appointment to the same office for more than three consecutive years.

Section 5. Powers.

a. The President shall serve as the Executive Director to represent AKEMA to the public and make decisions in the interest of the organization and as allowed for or constrained in the bylaws. The Vice President may act in the Executive Director capacity when delegated in writing by the President for absences or other incapacities to perform the executive duties of the President.

b. The Board of Directors is empowered to form affiliations with another state, national, or international organizations whose objectives correspond with those of AKEMA, with

consent of a majority vote of the Board.

c. A quorum of the Board of Directors for the conduct of AKEMA affairs shall consist of a majority of its members.

d. The duties of the executive officers shall be the duties traditionally performed by officers in their respective positions until specified in the bylaws as well as other duties required to attain and promote the objectives of AKEMA.

Section 6. Governing Rules.

a. Roberts Rules of Order shall serve as the basic rules for governing general meetings of the membership, meetings of the Board of Directors, and executive and other committee meetings.

b. The bylaws shall specify any additional rules governing the governance and operations of the organization.

Article V. Meetings.

a. The association shall hold a general membership meeting not less than once a year to elect directors whose term is expiring or whose position has become vacant.

b. The association may hold other meetings from time-to-time as determined by the President or as specified in the bylaws.

Article VI. Quorum.

a. For annual membership meetings and meetings where a vote of the general membership is required, 10% of the membership represented in person or by other means as specified in the bylaws shall constitute a quorum for conducting the business of the association.

b. For meetings of the Board of Directors, executive committee, or other committees formed pursuant to the constitution and bylaws of the association, a simple majority of those present physically or electronically which includes the president or vice president and chairman or vice chairman, as appropriate, shall constitute a quorum.

Article VII. Adoption and Amendments

a. Except as specifically mentioned herein, this Constitution shall take effect immediately upon its adoption by the membership of AKEMA. Adoption will be made by 2/3rd majority of the membership responding to a call for a vote at the general meeting where it is presented by the President of the Initial Executive Committee.

b. Amendments to this Constitution may be presented to the membership after approval by a majority of the Directors. The adoption of any amendment to the constitution shall require the affirmative vote of a majority of the eligible members present at a general meeting of AKEMA or by a majority of eligible members in a manner established by the Board of Directors.

VII. General Provisions.

a. The bylaws of the association shall provide for the day-to-day operations and governance of the association.

b. Bylaws will be proposed and approved at meetings of the Board of Directors.

c. Bylaws will be presented to the membership in a general meeting annually or posted in a manner available to the membership for their comments and consideration of changes.

VIII. Liquidation and Dissolution

a. In the event of this Association's liquidation or dissolution, all liabilities and obligation of the Association shall be paid and discharged or adequate provision shall be made thereof.

b. Assets held by the Association upon condition requiring return, transfer or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

c. Any remaining assets shall be transferred or conveyed exclusively for the purpose of the Association in such a manner or to such an organization or organizations organized exclusively for charitable, educational, religious or scientific purposes as shall at time qualify as an exempt organization or organizations under Section 501 (c) (6) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Code, as the Board of Directors shall determine.