

## **BYLAWS OF THE ALASKA EMERGENCY MANAGEMENT ASSOCIATION**

1. STRUCTURE OF THE ORGANIZATION. The Alaska Emergency Management Association (AKEMA) shall be structured as follows:

1.1. REGISTERED OFFICE. The Association shall maintain a registered office in the State of Alaska, as required by law.

1.1.1. The principal office of the corporation shall be located in South Central, Alaska.

1.1.2. Other offices may be established at the direction of the Board of Directors for the purpose of conducting business of the Association.

## 2. Membership

2.1. Membership in AKEMA shall be granted by application to and acceptance by the membership committee of the Board of Directors through processes developed by the committee and approved by the Board of Directors.

2.1.1 Annual Membership is for one year and incurs an annual membership beginning Jan 1-Dec 31. Any dues, fees, or application processes shall be established and may be changed at the direction of the Board of Directors. IT will be understood that volunteers and students will pay reduced membership fees compared to organizations and individuals.

2.1.2 Membership dues or fees are due at the beginning of each calendar year/fiscal year and paid no later than 60 days from the date of membership application, invoice, or renewal notice. Failure to pay dues may result in termination of membership and all rights therein.

2.1.3 Membership may be terminated with or without cause by a majority vote of the Board of Directors present at any Board of Directors meeting.

2.2 Board of Directors. Except as otherwise provided by the Articles of Incorporation, Constitution, or these Bylaws, the powers of the Association shall be exercised, its property controlled, and its affairs conducted by or under the authority of the Board of Directors with members elected for terms of two years. The primary duties of the Board of Directors include, but are not limited to:

2.2.1. Determining and conducting all corporate business.

2.2.2 Determining and executing organizational policies and procedures.

2.3. Determining and approving all fiscal matters within the corporation.

2.4. The Board of Directors may delegate the management of any of the performances of any of its activities to a committee or committees as it sees fit.

2.5. The Board of Directors shall annually determine the geographical area within the State of Alaska over which the corporation exercises its corporate purpose.

2.5.1. The Board of Directors shall be not more than 13 members including at large positions and one representing each of the following regions (see Alaska Regions appendix A) or functional areas:

2.5.1.1. Southcentral Alaska

2.5.1.2. Interior Alaska

2.5.1.3. Southwest Alaska

2.5.1.4. Southeast Alaska

2.5.1.5. Northwest

2.5.1.6. Far North Alaska

2.5.1.7. Tribal entities

2.5.1.8 Volunteer organizations

2.6. A Director must be a person of at least nineteen (19) years of age who is a member of AKEMA or member in good standing of an AKEMA member organization who resides within the State of Alaska, without regard to race, creed, sex, national origin, marital status, pregnancy, or physical handicap. Persons serving as directors shall represent the interest of consumers and providers of emergency management services within the agency/region served by the Association as well as interests of communities within that area.

2.7. Elections of Directors. Prior to the annual meeting each year, the sitting Executive Committee shall review current Board of Director terms and confirm the nominations provided by the membership for available seats on the Board of Directors. If no nominations are provided to the Board of Directors prior to or at the annual meeting, the board may fill the vacancy using the procedures for filling vacancies.

2.7.1. The term of office for each Director shall be two years beginning immediately after the annual meeting of the Association and terminating at the conclusion of the annual meeting two years later.

2.7.2 The board may vote to extend the term of office for an executive director for reasons of continuity and institutional knowledge. The board may vote if the person remains for a third term in order to prepare the next voted executive director over that year as a transition period. The board may vote that the past executive director may remain a board member but serve as a voting advisor to the position vacated and the board.

2.7.3 The person holding the office of President at the time of the election of officers shall be designated immediate Past President for the ensuing year.

2.8. Removal of Directors. The Board of Directors may suspend any director with cause by affirmative vote of two-thirds (2/3) majority of all Directors (not just those directors present) at any regular meeting or at any special meeting called for that purpose. Removal of that director will be sustained by a majority vote of members at the next regular meeting.

2.8.1 A Director's absence from three consecutive meetings of the board in a one-year period may constitute a resignation by that director.

Attendance:

- A. Excused Absence: a board member must notify another board member of an unexpected absence as soon as possible in advance of any meeting.
- B. Unexcused Absences: a board member fails to notify another board member in advance of any meeting they shall not be able to attend. Two (2) consecutive absences shall result in a warning. A third consecutive unexcused absence will result in removal of the board member at the following regular meeting.

2.9. Vacancy. In the event of any vacancy on the Board of Directors caused by death, resignation, or other reasons, the remaining members of the Board of Directors shall request a nomination for a candidate from the membership. If no nomination is made within 30 days of the vacancy, the Board of Directors may elect a new director to serve until the next annual meeting to serve in an "at-large" capacity, or leave the position unfilled. Resignations should be submitted to the full board. This advanced notice is requested in order to provide the board time to adjust to the absence and find a replacement.

2.10. Directors serve without compensation; but the Association may reimburse them for expenses incurred in performing their duties as directors upon approval by a majority of the Board of Directors for expenses over \$500 and by the President for expenses of \$500 or less.

3. Meetings. AKEMA shall meet not less than quarterly to accomplish the business of the Association.

3.1. The Board of Directors shall meet in Anchorage at a location determined by the President or at an alternative location, including electronically, approved by a majority of the Board of Directors. Notice shall be given no later than seven days before the date of the meeting and shall contain an agenda for the meeting. Provisions should be made for directors electronically.

3.2. Annual Membership Meeting. The Board of Directors shall organize and hold an annual membership meeting each year. The Annual Meeting shall be held in an Alaskan community on a date and at a location as may be fixed by the Board of Directors for transactions of business. All members of AKEMA shall be given notice of the time and place for the annual meeting no less than sixty (60) days prior to the date of the meeting.

3.3. All formal meetings of AKEMA shall be open to the membership.

3.4. The presence physically or electronically, of a majority of all Directors and a majority of the Executive Committee shall be necessary to constitute a quorum for the transaction of business at any Board of Directors meeting, except to adjourn.

3.5. Ad Hoc Directors Meetings. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if the members of the Board of Directors representing a quorum under paragraph 3.4 consent in writing via email to the action and the consents are filed with the minutes of the organization. Such meetings will be reviewed at the next regularly scheduled meeting of the Board of Directors.

4. Executive Committee. The Board of Directors shall establish an Executive Committee which shall perform the executive management duties of the Association.

4.1. The Executive Committee shall be composed of four officers nominated and elected from within the Board of Directors by a majority vote of the Board of Directors present at the annual membership meeting. The Executive committee members shall serve one-year terms not to exceed the remainder of their current term as a Director.

4.1.1. President. The President shall, if present, preside at all meetings of the Board of Directors. The President shall be the Chief Executive Officer of the Association. The President shall also be the chair of the Executive Committee. The President shall appoint all committee members upon receiving recommendations from the full Board. The President shall also provide overall leadership, guidance, and direction to the Association and its Board of Directors. The President shall present at the annual meeting a written report of the activities of the Association for the preceding year, a copy of which report should be attached to the minutes of the annual report. The person holding the office of the President at the time of the election of officers shall be designated the Immediate Past President for the ensuing year.

4.1.2. Vice President. The Vice President, in the absence or disability of the President, and except as specially limited by the Board of Directors, shall perform the duties and exercise the powers of the President. The Vice-President shall perform other such duties and shall have such other powers as prescribed by the Board of Directors.

4.1.3. Secretary. The Secretary shall keep, or cause to be kept, at the principal office or such other place as the Board of Directors may order, the Articles of Incorporation, the original bylaws with all amendments, and a book of minutes of all meetings of directors with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the director's meetings, and proceeds thereof.

4.1.3.1. The Secretary shall give, or cause to be given to all members, notice of the meetings of the Board of Directors and any general membership meeting (10) days prior to such meeting using email or other medium as required by the bylaws or by law. The Secretary shall also give, or cause to be given, a copy of the minutes to all members no later than thirty (30) days after any official meeting. The Secretary shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

4.1.3.2. The Secretary shall be responsible for making all corporate records available for inspection as may be required by law or the bylaws.

4.1.3.3 The Secretary shall take, or cause to be kept, minutes of all meetings.

4.1.4. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of accounts shall at all reasonable times be open to inspection by any member of the Board of Directors.

4.1.4.1. The Treasurer shall cause to be deposited or shall cause to be disbursed in accordance with procedures approved by the Board of Directors all monies and other valuables in the name and to the credit of the Association with such depositaries as may be designated by the Board of Directors. The

Treasurer shall disburse funds of the Association as may be ordered by the Board of Directors, shall render to the Chair of the Board of Directors whenever (s)he requests it, an account of all transactions and the financial condition of the Association and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

4.1.4.2. The Treasurer shall prepare, or cause to be prepared, an annual audit and certification of the financial statement, which shall be included in the annual report to the directors. The Treasurer shall present the audit at the annual meeting.

4.1.5 The Immediate Past President shall remain on the board to assist in maintaining continuity of the board and to assist the incoming president and board during the transition period.

4.2. The Executive Committee shall meet as directed by the President. At all Executive Committee meetings, three (3) officers, including the President or Vice President, shall be necessary to constitute a quorum.

5. Committees. A committee shall contain no less than three members, one of whom is a director.

5.1 Standing Committees will consist of Executive, Finance and Board Development/Governance. See more information in the Standing Committees Addendum, Appendix B

5.2 Ad Hoc Committees. The Board of Directors may from time to time establish functional committees to perform the work of the strategic work plan of the association and make recommendations to the Board of Directors. Rules regarding the operation of ad hoc committees will be established by the directors at the time the committee is formed.

5.3 When creating an ad hoc committee, the board shall specify each such committee, its purpose, goal, objectives, authority, membership, term, reports required, and meeting frequency.

6. Conflict of Interest. No Director shall vote upon, or otherwise use his personal influence to affect the outcome of Board action with respect to any matter as to which that director has a conflict of interest. Potential conflicts of interest may be brought to the Board in written form any time, or verbally at a regularly scheduled meeting. The Board of Directors of the Association shall handle matters relating to possible conflicts of interest in a manner which will satisfy the highest legal and ethical standards. See the Code of Conduct and the Conflict of Interest in the Appendices.

6.1. When any Director or committee member has any financial interest in a matter considered by the Board of Directors or a committee on which they are a member, the member must disclose this fact to the Board of Directors, and may not participate in the discussion of the matter except to answer questions on specific facts of the matter, and in no circumstance may he/she vote on it. When any such matter is being voted upon by the Board of Directors, the minutes will reflect the vote of each person voting. If any question arises as to whether a Director or committee member has any direct or indirect influence or financial interest in the matter being considered, whether or not the matter is a conflict of interest should be determined by a majority vote of the Board of Directors present at the meeting, and this vote shall also be recorded by name and vote.

7. Indemnification of Directors, Officers, and Others. To the fullest extent of the law and in a manner permitted by law, the corporation shall indemnify any person who was or is party to or is threatened to be a party to or is otherwise involved in any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact such person is or was a director, officer, employee or agent of the corporation. The foregoing right of indemnification shall not be deemed to be exclusive of any other rights to which such a person may be entitled under applicable law, the Articles of Incorporation, any insurance purchased by the Association, or any agreement, vote of disinterested directors, or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the estate, executors, administrators, heirs, legatees, or devisees of such a person.

7.1. The Association may pay expenses, including attorneys' fees, incurred in any defending action, suit or proceeding referred to in this section in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case as permitted by law.

7.2. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against such person and incurred in any such capacity, or arising out of such person's status as such, whether or not the Association would be required or would have the power to indemnify such person against liability under this section or otherwise.

7.3. No director, officer, or employee shall be entitled to reimbursement or indemnity as described above if the claims, liability or losses to the director, officer, or employee are the result of the persons own willful misconduct, bad faith, gross negligence, or reckless disregard of his or her duties to the Association.

7.4 The Association may partake in all legal fundraising activities. The Association will have an option for individuals to donate directly to the organization in person, by mail, or via the AKEMA website or electronically.

8. Checks, Drafts, and Notes. All requests for payment or reimbursement must be authorized by a majority of the Board of Directors. The President, Treasurer, and Vice-President shall have the authority to sign checks.

8.1. All checks, drafts, or other monies received shall be deposited as soon as possible after date they are received, into savings or checking account established for the Association. A receipt of the deposit shall be provided to the Treasurer from this transaction noting the date, amount, and who made the deposit.

## 9. Representation of Shares of Other Corporations

The President of the Association or if (s)he is unable to act, the Vice President, is authorized to vote, represent and exercise on behalf of the Association all rights incident to any and all shares of any corporation or corporations standing in the name of the Association. The authority herein granted to said offices to vote or represent on behalf of the corporation any and all shares held by the corporation in any corporations may be exercised either by such offices in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officers.

10. Inspection of Bylaws. The corporation shall keep in its principal office for the transaction of business, the original or copy of the bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the directors at reasonable times during normal visiting hours. The bylaws will be reviewed by the Board Development/Governance Committee at least once every five (5) years or as amendments are brought to the attention of the President or Board of Directors.

11. Amendment of Bylaws. These bylaws of the Association may be altered, amended or repealed by a majority vote of Board of Directors present at any meeting. The Board of Directors must be given notice of the exact wording of the proposed change no less than fifteen (15) days prior to the date of the particular meeting at which the action is taken.

## 12. General Provisions

12.1. Fiscal Year. The Fiscal year of the corporation shall be from January 1 to December 31.

12.2. Contracts. Authority to enter contracts shall rest with the Executive Committee when the contract amount is not in excess of \$1,000.00. When a proposed contract exceeds the \$1,000.00 limitation, the Board of Directors shall approve the contract upon a two-thirds vote of the sitting Board of Directors.

12.3. Rule of Order. At all meetings of directors and committees, procedures shall be governed by the most recent revision of Roberts Rules of Order.

12.4. Membership Standards. AKEMA has the following expectations of all members:

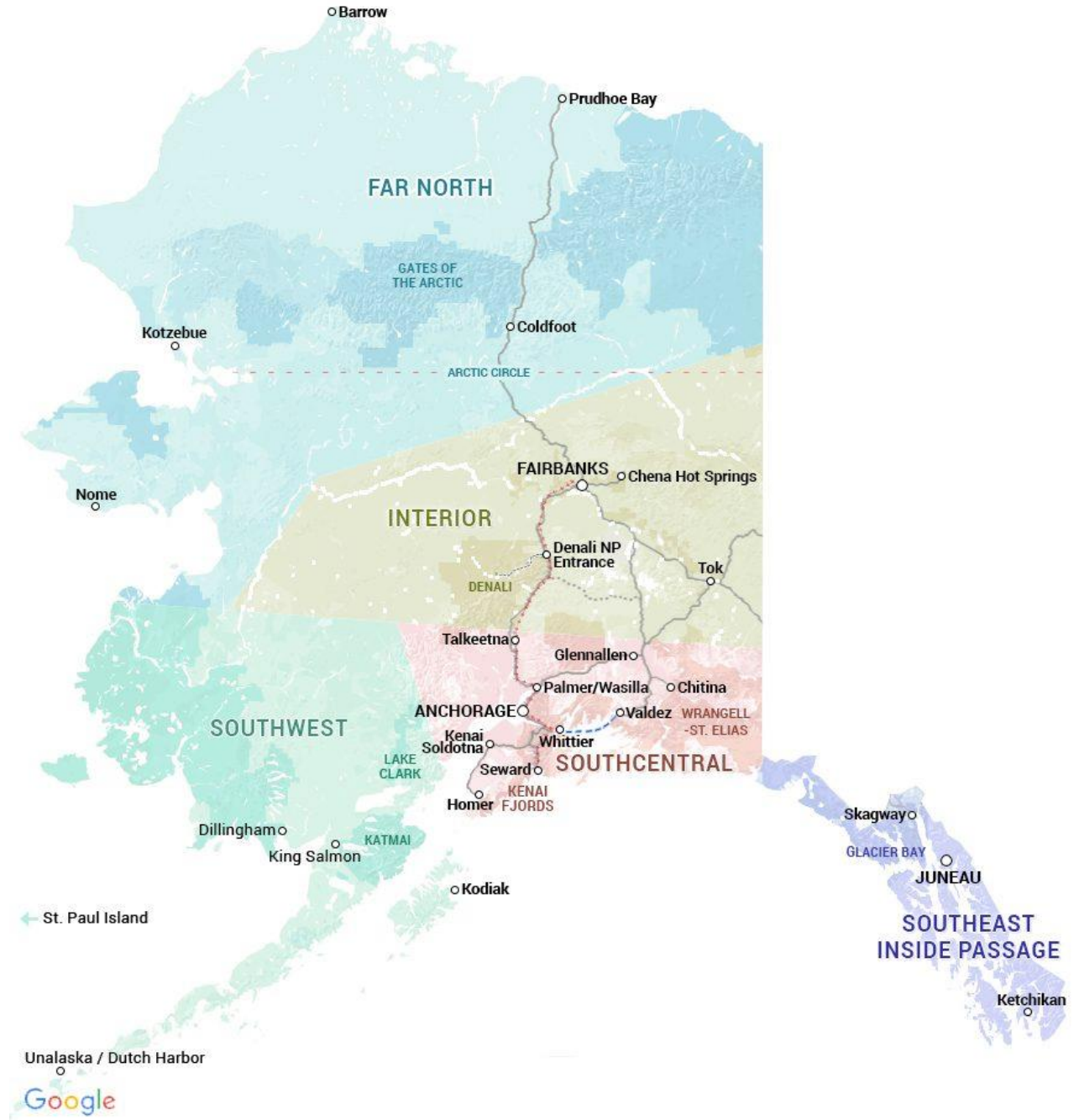
12.4.1. Dues will be paid yearly and in a timely manner. When membership is considered lapsed, membership may be terminated 60 days after notification of unpaid dues.

12.4.2. Members will adhere to AKEMA by-laws, policies, procedures, rules and regulations currently in effect.

12.4.3. Members will act in the best interest of AKEMA, its members, and demonstrate professionalism in all business, trainings, and other AKEMA activities. Members will not act in a manner that hinders the operations of the Association nor conduct themselves in a manner detrimental to the interests, reputation, and objectives of the organization. (See the Conflict of Interest and Code of Conduct in the Appendices.)

12.5. Complaints and Investigations. Upon complaint, an investigation of the matter may be warranted. The President has authority to: (a) confer with the member(s) involved; (b) refer the matter to the next meeting of the Board of Directors; and/or (c) dismiss the complaint as groundless. Upon referral of a matter, the Board of Directors may undertake such additional investigation as they deem warranted. The investigation must include an opportunity for the member(s) involved to respond to the complaint. After such investigation, the Board of Directors has authority to take action up to and including censure, suspension, or termination of membership. Any member or member organization has the right to a hearing by the Board of Directors. Member and member organizations will be notified within 45 days of the Directors decisions. (See Whistleblower policy in the Appendices.)

Appendix A: Map of Regions in Alaska





## Appendix B.1 : Code of Conduct

### **Alaska Emergency Management Association Code of Conduct**

#### **Purpose**

The Alaska Emergency Management Association (AKEMA) strives to provide a safe, inclusive, and welcoming membership experience for everyone. AKEMA expressly prohibits any discrimination or harassment in any form.

#### **Scope**

AKEMA's Code of Conduct applies to all AKEMA programs, meetings, and activities, including all conference venues and conference related social activities at the Annual Meeting and Conference. Any person participating in an AKEMA sponsored program, meeting or activity commits to maintaining respectful and ethical relationships in accordance with the AKEMA Code of Conduct.

#### **Definitions**

- Discrimination is the unjust or prejudicial treatment of others based on human difference.
- Harassment includes but is not limited to:
  - Sexual Harassment, according to U.S. Federal guidelines is “unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature”. Importantly, the legal definition includes harassment that is sexist rather than sexual: it can “include offensive remarks about a person’s sex”, with this form being “illegal when it is so frequent or severe that it creates a hostile or offensive work environment”.
  - Sexual assault which includes actual or attempted physical attack and any type of sexual contact or behavior that occurs without the explicit consent of the recipient. Sexual assault is illegal.
  - Physical contact without consent or after a request to stop
  - Comments or actions that minimize a person’s life choices, identity or safety.
  - Deliberate “outing” of any aspect of a person’s identity without their consent, except as necessary to protect vulnerable people from intentional abuse.
  - Sustained disruption of presentations or events
  - Deliberate intimidation, bullying or stalking of any kind – in person or online.
  - Collection and distribution of harassing photography or recordings
  - Threats or acts of violence
  - Advocating for, or encouraging, any of the above behaviors

#### **Reporting**

Anyone who experiences or witnesses any violation of AKEMA's Code of Conduct should report the incident to the AKEMA President or the Board of Directors as soon as possible.

If you witness sexual harassment or assault, respond first to the affected person's needs and safety. Support that person if they choose to report the incident, but respect their decision to report or not report.

Anyone experiencing or witnessing behavior that constitutes an immediate or serious threat to personal or public safety is advised to contact 9-1-1.

You can make a report in person or by email to the President or Board of Directors.

We cannot follow up on an anonymous report directly, but all reports will be treated seriously and expeditiously.

### **Consequences**

AKEMA is committed to enforcing this code of conduct at all levels of its organization. Anyone requested to stop unacceptable behavior is expected to comply immediately. The AKEMA Board of Directors may take any action deemed necessary and appropriate, including immediate removal from an activity, meeting, or program, without warning or refund. The AKEMA Board of Directors reserves the right to prohibit participation in future meetings, programs, and activities, in addition to rescinding association awards, and revoking or prohibiting membership.

Individuals who are currently sanctioned for assault or harassment by an adjudicating institution (e.g. university) will be barred from AKEMA meeting, programs, and activities. Appeals may be requested in advance of participation in an activity, program or meeting.

### **Adoption**

This code of conduct was adopted by the AKEMA Board of Directors on 6/14/24.

## Appendix B.2: Conflict of Interest

### **Alaska Emergency Management Association Conflict of Interest Policy\***

The purpose of the conflict-of-interest policy is to protect the interests of Alaska Emergency Management Association's (AKEMA) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of AKEMA might result in a possible excess benefit transaction or might generate the perception of conflict. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### *Definitions*

##### 1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: An ownership or investment interest in any entity with which AKEMA has a transaction or arrangement, a compensation arrangement with AKEMA or with any entity or individual with which AKEMA has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which AKEMA is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### *Procedures*

##### 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

##### 2. Procedures for Addressing the Conflict of Interest

a. An interested person must declare the potential of financial interest and all material facts and may make a presentation at the governing board or committee meeting. Immediately following the declaration they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

## Appendix C: Standing Committees Addendum

### **Alaska Emergency Management Association**

#### Standing Committees Addendum

1. **FINANCE COMMITTEE:** The role of the Finance Committee is to provide financial oversight of the Alaska Emergency Management Association (AKEMA). Tasks include budgeting and financial planning; monitor adherence to the budget; financial reporting; and the creation and monitoring of internal controls and accountability policies.
  - a. Finance Committee will meet at least four times a year to review the status of AKEMA's financial position. During the first Finance Committee Meeting the President will provide a schedule outlining the four meetings to be conducted within the fiscal year.
  - b. The Finance Committee will include:
    - i. Board of Directors – President
    - ii. Board of Directors – Treasurer
    - iii. Committee Member (3)
  - 1a. Subcommittee of the FINANCE COMMITTEE – FUNDRAISING COMMITTEE: The role of the Fundraising Committee is to strategize and employ methods of fundraising on behalf of the association with board support, and the development of donor relationships and recognition.
  - 1b. Fundraising Committee will meet at least four (4) times a year to plan and review fundraising campaigns and strategies, as well as stewardship strategies for donors. During the first Finance Committee Meeting, the Treasurer will provide a schedule outlining the meetings to be conducted within the fiscal year.
  - 1c. The Fundraising Committee will include:
    - i. Board of Directors – Treasurer
    - ii. Board of Directors – President
    - iii. Committee Members (3)
2. **BOARD DEVELOPMENT/GOVERNANCE COMMITTEE:** The role of the Board Development/Governance Committee is to give attention to the composition of the board – and the effective and appropriate involvement of all directors to ensure continuing vitality and effective governance. Tasks include, but are not limited to:
  - a. Develop an annual recruitment plan that takes into account the expertise, perspective, judgement and resources needed in a new directors board members. Review potential candidates and present to the Board of Directors.
  - b. Develop board job descriptions and committee job descriptions that clearly state the role and expectations of directors.
  - c. Plan and implement an orientation program, including official briefings, printed materials and individual mentorship to make new directors part of the board culture.
  - d. Conduct an annual review of the Board of Directors duties to ensure that the supplemental materials are up to date.

- e. Review the talents and interests of current and new directors and recommend to the President, committee assignments most appropriate for their involvement.
  - f. Recommend to the board, the policies about expectations for directors; reaching out to those whose commitment does not match expectations.
  - g. Encourage participation in special occasions which cultivates and enriches positive relationships within the Association.
  - h. Review the bylaws at least every five (5) years. Also take recommendations from the board and membership for amendments or changes to the bylaws.
  - i. The Board Development Committee will include:
    - i. Board of Directors – Committee Chair Person
    - ii. Board of Directors – President
    - iii. Board of Directors – Vice President
    - iv. Board of Directors – 2
3. EXECUTIVE COMMITTEE: The role of the Executive Committee is to act on behalf of the board in the management of the business and affairs of the Association between meetings of the board. The Executive Committee will report to the board all actions by the committee, which will be subject to full board approval. The Executive Committee shall include in its membership the directors.
- a. Officers of the Association. The President shall serve as Chair. The Executive Committee shall keep full and fair records and accounts of its proceedings and transactions. All actions by the committee shall be subject to board approval.
  - b. The Executive Committee will include:
    - i. The Board of Directors – President
    - ii. The Board of Directors – Vice President
    - iii. The Board of Directors – Treasurer
    - iv. The Board of Directors – Secretary