

WOMEN OF EMERGENCY MANAGEMENT



ORGANIZATIONAL BYLAWS OF THE WOMEN OF EMERGENCY MANAGEMENT, A COLORADO NONPROFIT CORPORATION

Mission Statement

Our mission is to support, connect, and advance the role of women in emergency management by providing mentorship, professional development, advocacy, and a platform for collaboration, ensuring that women are represented, valued, and equipped to lead in all phases of emergency management.

Vision Statement

To empower, elevate, and unite women in emergency management by fostering a resilient, inclusive, and forward-thinking community that leads with strength, compassion, and innovation in times of crisis and beyond.

Guiding Principles / Values

Integrity: Uphold the highest standards of ethics, honesty, and transparency.

Mentorship: Encourage and support the next generation of emergency management professionals.

Respect: Treat others how you want to be treated

Advocacy: Collaboration, equity, empowerment, inclusion, resilience

- **Equity:** Strive for gender equity in all levels of emergency management.
- **Collaboration:** Foster partnerships across public, private, and nonprofit sectors.
- **Resilience:** Build personal, professional, and community resilience.
- **Inclusion:** Create a welcoming and supportive environment for all.
- **Empowerment:** Promote leadership and confidence in women emergency managers.

ORGANIZATIONAL BYLAWS

ARTICLE I – NAME

The name of the organization shall be Women of Emergency Management, (“the Organization”).

ARTICLE II - PURPOSE

The Organization is organized and operated exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code. Its purposes include:

- Promoting the common business interests of its members,
- Improving conditions in the industry/profession,
- Fostering cooperation and networking, and
- Engaging in activities permitted to organizations exempt under 501(c)(6).

The specific purpose of the Women of Emergency Management Organization is to promote the inclusion, leadership, and development of women in the field of emergency management.

The Organization shall not engage in regular business activities carried on for profit.

ARTICLE III - MEMBERSHIP

Section 1. Eligibility.

Membership is open to all women who support the mission and vision of the organization. For the purposes of these bylaws, 'women' includes all individuals who identify as women, including transgender women.

Section 2. Rights and Responsibilities.

Members in good standing shall be entitled to vote, hold office, and participate in the Organization’s activities. Members must abide by the Code of Ethics and Professional Conduct.

Section 3. Termination.

Membership may be terminated for actions or conduct contrary to WOEM’s mission, values, or Code of Ethics and Professional Conduct. This action will be at the discretion of the Executive Director of the organization with consultation from the Board of Directors.

ARTICLE IV – DUES

Section 1. Dues.

Annual membership dues shall be set by the Board of Directors.

Section 2. Payment.

Dues are payable annually on a schedule set by the Board of Directors.

ARTICLE V - GOVERNANCE

WOEM shall be governed by a Board of Directors consisting of elected officers: Executive Director, Deputy Director, Secretary, Treasurer, and three At-Large Members. Officers shall serve 2-year terms with eligibility for re-election.

Section 1. Board of Directors (BOD)

The Board of Directors shall manage the affairs, property, and business of the Organization. The BOD provides strategic direction, oversight, and governance to ensure the WOEM organization fulfills its mission and serves its members with integrity and respect.

Section 2. Composition.

The BOD shall consist of no fewer than 5 and no more than 15 directors, including officers.

Section 3. Directors shall serve two-year terms and may be re-elected.

Section 4. Quorum and Voting.

A majority of directors shall constitute a quorum. Decisions shall be by majority vote.

ARTICLE VI – ROLES AND RESPONSIBILITIES

Section 1. Executive Director.

The Executive Director serves as the chief executive and primary spokesperson for WOEM. They preside over all board and general membership meetings, provide strategic leadership, and ensure alignment with the mission and goals. The Executive Director appoints committee chairs and oversees committee activities. They represent WOEM in external partnerships and professional forums.

Section 2. Deputy Director.

The Deputy Director supports the Executive Director and assumes their duties in their absence. They lead the development and execution of strategic initiatives, coordinate with regional or local chapter leaders (if applicable), and oversee internal communications and assist in member engagement efforts.

Section 3. Secretary.

The Secretary maintains accurate records of board and general meetings, including minutes and attendance, and ensures proper documentation of bylaws, policies, and member records. They coordinate meeting logistics and distribute agendas and notices. They serve as the custodian of the organization's official documents.

Section 4. Treasurer.

The Treasurer manages the financial affairs of WOEM, including budgeting, accounting, and reporting. They maintain accurate financial records and provide regular reports to the Board, and oversee dues collection, donations, and grant funding. They ensure compliance with applicable financial regulations and standards.

Section 5. At-Large Members

At-Large Members provide general support to the Board and contribute to strategic discussions, represent the broader membership and offer diverse perspectives. They lead or support special projects, events, and initiatives as assigned.

Section 6. General Members.

General Members support WOEM's mission through active participation and engagement. They attend meetings, events, and educational offerings. They volunteer for committees, projects, and leadership roles and uphold the values and standards of the organization.

ARTICLE VII – ELECTIONS

Section 1. Elections.

Elections for the BOD will be held in January of each year. The Executive Director, Secretary and two at-large members will be filled during even years, and the Deputy Director, Treasurer and one at-large member position will be filled during odd years.

Section 2. Removal and Vacancies.

Directors may be removed with or without cause by a two-thirds vote of the BOD. In the event of a vacancy, the Executive Director shall appoint a member to the position until the next regular election.

ARTICLE VIII - MEETINGS

Section 1. General Membership Meetings.

The organization shall hold regular general meetings, at least quarterly, and monthly board meetings. Special meetings may be called by the Executive Director or by a majority vote of the Board. Meetings may be held in person or virtually.

Section 2. Special Meetings.

Special meetings may be called by the Executive Director, the Board of Directors, or upon petition by at least [10%] of the members.

Section 3. Quorum.

A quorum shall consist of 50% or more of members present during any meeting.

ARTICLE IX – COMMITTEES

Section 1. Establishment.

The Board may establish standing or ad hoc committees to carry out the purposes of the Organization.

Section 2. Authority.

Committees shall operate under the direction of the Board and shall not exercise Board powers unless expressly authorized.

ARTICLE X – CODE OF ETHICS AND PROFESSIONAL CONDUCT

Each member of the Women of Emergency Management Organization has a continuing duty to adhere to the principles and tenets of the WOEM Code of Ethics and Professional Conduct (Code). The WOEM Code seeks to address a range of issues that impact emergency management professionals in their day-to-day work.

Section 1. Commitment.

The Women of Emergency Management organization is committed to an environment in which all individuals are treated with respect and dignity. Each individual has the right to work and participate as a member of WOEM and participate in WOEM events or activities in a professional atmosphere that promotes equal opportunities and prohibits unlawful discriminatory practices, including harassment. Therefore, WOEM expects that all relationships among persons to be professional and free of bias, prejudice, bullying, and harassment.

This Code of Ethics and Professional Conduct is modeled after the code established by the International Association of Emergency Managers (IAEM) and uses some of the same language.

Section 2. Member Relations.

Members shall at all times treat other members of WOEM with respect, professionalism and fairness, and at no time undermine their integrity, reputation, and dignity. Members will at all times seek to work with one another in a professional, cooperative, and productive way.

Section 3. Objectivity.

Members called to give an opinion in their professional capacity shall be honest and, to the best of their ability, objective and reliable. Objectivity and reliability are based on the best current available knowledge, or in the absence of such knowledge, reference to appropriate emergency planning and management principles.

Section 4. Sexual Harassment.

Sexual harassment constitutes discrimination and is illegal under federal, state, and local laws. For the purposes of this policy, “sexual harassment” is defined as unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature, including when such conduct has the purpose or effect of unreasonably interfering with an individual’s performance or work as a volunteer or creating an intimidating, hostile, or offensive work or volunteer activity environment. Title VII of the Civil Rights Act of 1964 recognizes two types of sexual harassment: a) quid pro quo, and b) hostile work or volunteer environment. Sexual harassment may include a range of subtle and not-so-subtle behaviors and may involve individuals of the same or different gender. Depending on the circumstances, these behaviors may include unwanted sexual advances or requests for sexual favors; sexual jokes and innuendo; verbal abuse of a sexual nature; commentary about an individual’s body, sexual

prowess or sexual deficiencies; leering, whistling or touching; insulting or obscene comments or gestures; display in the workplace or at association events or meetings of sexually suggestive objects or pictures; and other physical, verbal, or visual conduct of a sexual nature.

Section 5. Harassment.

Harassment on the basis of any other protected characteristic is also strictly prohibited. Under this policy, harassment is verbal, written, or physical conduct that denigrates or shows hostility or aversion toward an individual because of his or her race, color, religion, sex, sexual orientation, gender identity or expression, national origin, age, disability, marital status, citizenship, genetic information, or any other characteristic protected by law, or that of their relatives, friends or associates, and that: a) has the purpose or effect of creating an intimidating, hostile or offensive work or volunteer environment, b) has the purpose or effect of unreasonably interfering with an individual's work or volunteer performance, c) otherwise adversely affects an individual's employment or volunteer opportunities, or d) adversely affects an individual's participation in a WOEM sponsored event, activity, or conference. Harassing conduct includes epithets, slurs or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes; and written or graphic material that denigrates or shows hostility or aversion toward an individual or group.

Section 6. Bullying.

Aggressive behavior in which someone intentionally and repeatedly causes another person injury or discomfort is prohibited. Bullying can take the form of physical contact, words, or more subtle actions such as making false statements or diminishing their reputation. Cyberbullying is verbally threatening or harassing behavior conducted through electronic technology such as cell phones, email, social media, or text messaging.

Section 7. Confidentiality.

Members shall not improperly or without prior written authority disclose or disseminate any information, data or documents that may reasonably be considered to be confidential or proprietary to WOEM, its officers, directors or other members or which may be prejudicial, confidential or proprietary to the business of any present or past employer or client of a WOEM member.

Section 8. Professional Responsibility.

Members shall accept professional responsibility for their work and shall take reasonable steps to ensure that persons working under their authority or supervision are competent to carry out the tasks assigned to them; are treated with fairness and equal opportunity; and accept responsibility for the work done under the authority delegated by them.

Section 9. Upholding the Aims and Objectives.

Members shall have regard for the reputation and good standing of WOEM and other members' professional practice and integrity and shall not knowingly or recklessly bring them into disrepute.

Section 10. Professional Reputation.

Members shall not in the course of their practice intentionally, recklessly, or maliciously injure or damage, or attempt to injure or damage, whether directly or indirectly, the professional reputation, prospects, or business of another member of WOEM or the organization.

Section 11. Legal Requirements.

Members must abide by the legal and regulatory requirements relating to their practice, and practitioners have a duty to make themselves aware of the applicable legal and regulatory requirements for the communities in which they practice.

Section 12. Financial Propriety.

Members shall maintain financial propriety in all their professional dealings. Any inducements which may reasonably be seen as prejudicial to a member's professional independence, or which are in breach of contractual or moral obligation(s) should be avoided.

ARTICLE XI – CONFLICT OF INTEREST POLICY

The members, officers and agents of WOEM shall act in the best interest of the organization at all times and shall avoid activities resulting in actual or implied personal gain in keeping with the highest standards of ethics and professionalism (See conflict of interest policy in Bylaws)

Section 1. Purpose.

The purpose of the Conflict of Interest Policy is to protect the integrity and credibility of WOEM by ensuring that personal interests do not interfere with organizational decisions.

Section 2. Disclosure.

All board members and officers must disclose any potential conflicts of interest annually and as they arise.

Section 3. Recusal.

Any individual with a conflict must recuse themselves from relevant discussions and votes.

Section 4. Documentation.

All conflicts and actions taken will be documented in meeting minutes.

Section 5. Gifts and Benefits.

No individual shall accept gifts or favors that could be perceived to influence their judgment or actions related to the WOEM organization.

Section 6. Review.

The Board will review potential conflicts on a case-by-case basis and determine appropriate action.

ARTICLE XII – FINANCES

Section 1. Fiscal Year.

The fiscal year shall be determined by the Board.

Section 2. Records.

Accurate financial records shall be maintained. An annual report shall be presented to the membership.

Section 3. Compensation.

No part of the Organization’s net earnings shall be incurred to the benefit of any private individual, except for reasonable compensation for services rendered.

ARTICLE XIII – INDEMNIFICATION

The Organization shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XIV - AMENDMENTS

Amendments to the charter/bylaws require a two-thirds vote of the general membership who are present at the meeting where the vote takes place. This vote can be held in person or via videoconference.

BYLAWS APPROVAL

The Women of Emergency Management Bylaws were reviewed and approved by the WOEM Membership at a regularly scheduled membership meeting on the 13th day of October 2025.



Lori R. Hodges
Executive Director
Women of Emergency Management

October 13, 2025

Date

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